

AMERICAN LAND LEASE INC
 Form 4
 January 05, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONSINDINE TERRY

2. Issuer Name and Ticker or Trading Symbol
AMERICAN LAND LEASE INC [ANL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**4582 SOUTH ULSTER STREET
 PARKWAY, SUITE 405**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

DENVER, CO 80237

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$.01 | 12/31/2008 | | D ⁽⁴⁾ | 5,000 <u>D</u> ⁽⁴⁾ | 71,578 | D | |
| Common Stock, par value \$.01 | | | | | 201,090 | I | see footnote <u>(1)</u> |
| Common Stock, par value \$.01 | | | | | 342,197 | I | see footnote <u>(2)</u> |
| Common | | | | | 83,079 | I | see |

Stock, par value \$.01

footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONSIDINE TERRY 4582 SOUTH ULSTER STREET PARKWAY SUITE 405 DENVER, CO 80237 | X | X | Chairman & CEO | |

Signatures

Terry Considine 01/05/2009
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Held by Titaho Limited Partnership, RLLLP ("Titaho"). The reporting person's brother serves as the trustee of the trust that is the sole general partner of Titaho. The reporting person disclaims beneficial ownership of all securities held by Titaho and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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- (2) Held by Titahotwo Limited Partnership, RLLLP, for which the reporting person serves as the general partner and holds a 0.5% ownership interest. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report should not be deemed an admission that the reporting person is the beneficial owner of any securities in excess of such pecuniary interest for purposes of Section 16 or for any other purpose.
- (3) Includes 2,000 shares held by trusts for which the reporting person is trustee, and 81,079 shares held by a non-profit foundation in which the reporting person has shared voting and investment power. The reporting person disclaims beneficial ownership of all of the foregoing securities, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) Shares forfeited and returned to the Company for failure to obtain 100% of measurement goals as set by the Compensation Committee of the Board of Directors for the total return measurement date of December 31, 2008 as originally reported on Form 4 filed February 6, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.