

APARTMENT INVESTMENT & MANAGEMENT CO  
Form 8-K  
December 29, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 29, 2008

Apartment Investment and Management Company

(Exact name of registrant as specified in its charter)

Maryland

001-13232

841259577

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

4582 S. Ulster Street Parkway, Suite 1100,  
Denver, Colorado

80237

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

303-757-8101

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 8.01 Other Events.**

As previously announced, Apartment Investment and Management Company ("Aimco") has declared a special dividend on its Class A Common Stock, payable to stockholders of record at the close of business on December 29, 2008. The special dividend is payable in cash or shares of Class A Common Stock, at the election of each holder, subject to certain limitations. Aimco has filed with the SEC a prospectus supplement relating to shares of Class A Common Stock that may be issued in payment of the special dividend. In connection therewith, Aimco has filed as Exhibit 5.1 to this report, the opinion of DLA Piper LLP (US) as to the legality of the securities and, as Exhibit 8.1 to this report, the opinion of Skadden, Arps, Slate, Meagher & Flom LLP as to certain tax matters.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibits are filed with this report:

Exhibit Number and Description

5.1 Opinion of DLA Piper LLP (US), as to legality of securities

8.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP, as to certain tax matters

23.1 Consent of DLA Piper LLP (US) (included in Exhibit 5.1)

23.2 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 8.1)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Apartment Investment and Management Company

*December 29, 2008*

By: *Thomas M. Herzog*

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*Name: Thomas M. Herzog*

*Title: Executive Vice President and Chief Financial Officer*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| 5.1                       | Opinion of DLA Piper LLP (US), as to legality of securities (includes Exhibit 23.1, Consent of DLA Piper LLP (US))  |
| 8.1                       | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP, as to certain tax matters (includes Exhibit 23.2, Consent of Skadden, Arps, Slate, Meagher & Flom LLP) |