

CONSOLIDATED CAPITAL INSTITUTIONAL PROPERTIES  
 Form 5  
 February 13, 2009

# FORM 5

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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

## ANNUAL 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

1. Name and Address of Reporting Person \*  
 APARTMENT INVESTMENT & MANAGEMENT CO

2. Issuer Name and Ticker or Trading Symbol  
 CONSOLIDATED CAPITAL INSTITUTIONAL PROPERTIES [NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

4582 SOUTH ULSTER STREET PARKWAY, SUITE 1100

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DENVER, CO 80237

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Series A Limited Partnership Units	02/25/2008	^	L	37 <sup>(1)</sup> A \$ 19.54	152,619.55 <sup>(2)</sup>	I	See Footnote <sup>(6)</sup>
Series A Limited Partnership Units	03/26/2008	^	L	16.5 <sup>(1)</sup> A \$ 5	152,636.05 <sup>(3)</sup>	I	See Footnote <sup>(6)</sup>

Series A Limited Partnership Units	04/18/2008	Â	L	2 <sup>(1)</sup>	A	\$ 5	152,638.05 <sub>(4)</sub>	I	See Footnote <u>(6)</u>
Series A Limited Partnership Units	06/11/2008	Â	L	10 <sup>(1)</sup>	A	\$ 4.25	152,648.05 <sub>(5)</sub>	I	See Footnote <u>(6)</u>
Series B Limited Partnership Units	06/11/2008	Â	L	10 <sup>(7)</sup>	A	\$ 0.51	152,648.05 <sub>(8)</sub>	I	See Footnote <u>(9)</u>
Series C Limited Partnership Units	06/11/2008	Â	L	10 <sup>(7)</sup>	A	\$ 0.24	152,648.05 <sub>(8)</sub>	I	See Footnote <u>(9)</u>

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

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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. of D Se O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APARTMENT INVESTMENT & MANAGEMENT CO 4582 SOUTH ULSTER STREET PARKWAY SUITE 1100 DENVER, CO 80237	Â	Â X	Â	Â

AIMCO PROPERTIES LP  
4582 SOUTH ULSTER STREET PARKWAY  
SUITE 1100  
DENVER, CO 80237

Â Â X Â Â

## Signatures

/s/ Derek S. McCandless, Senior Vice President and Assistant Secretary, Apartment Investment and Management Company

02/13/2009

Signature of Reporting Person

Date

## 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) These Limited Partnership Units ("Units") were directly purchased by AIMCO Properties, L.P. ("AIMCO Properties").

The Amount of Securities Beneficially Owned is 152,619.55 consisting of 61,849.05 Units held by AIMCO Properties; 50,572.40 Units held by AIMCO IPLP, L.P. ("IPLP"); 11,365.60 Units held by Cooper River Properties, L.L.C. ("Cooper"); and 28,832.50 Units held by Reedy River Properties, L.L.C. ("Reedy").

(3) The Amount of Securities Beneficially Owned is 152,636.05 consisting of 61,865.55 Units held by AIMCO Properties; 50,572.40 Units held by IPLP; 11,365.60 Units held by Cooper; and 28,832.50 Units held by Reedy.

(4) The Amount of Securities Beneficially Owned is 152,638.05 consisting of 61,867.55 Units held by AIMCO Properties; 50,572.40 Units held by IPLP; 11,365.60 Units held by Cooper; and 28,832.50 Units held by Reedy.

(5) The Amount of Securities Beneficially Owned is 152,648.05 consisting of 61,877.55 Units held by AIMCO Properties; 50,572.40 Units held by IPLP; 11,365.60 Units held by Cooper; and 28,832.50 Units held by Reedy.

AIMCO Properties is a joint filer with AIMCO-GP, Inc. ("AIMCO-GP") and Apartment Investment and Management Company ("AIMCO") for purposes of Section 13(d) reporting of the Exchange Act. AIMCO-GP is the sole general partner of AIMCO Properties and a wholly-owned subsidiary of AIMCO. IPLP is a joint filer with AIMCO/IPT, Inc. ("AIMCO/IPT") and AIMCO for purposes of

(6) Section 13(d) reporting of the Exchange Act. AIMCO/IPT is the sole general partner of IPLP and a wholly-owned subsidiary of AIMCO. Cooper is a joint filer with AIMCO, AIMCO/IPT, and IPLP for purposes of Section 13(d) reporting of the Exchange Act. Reedy is a joint filer with AIMCO, AIMCO/IPT, and IPLP for purposes of Section 13(d) reporting of the Exchange Act. Both Cooper and Reedy are wholly-owned subsidiaries of IPLP, whose sole general partner is AIMCO/IPT, a wholly-owned subsidiary of AIMCO.

(7) These Units were directly purchased by AIMCO/Bethesda Holdings, Inc. ("AIMCO/Bethesda").

(8) This amount consists of Units owned directly by AIMCO/Bethesda.

AIMCO/Bethesda is a joint filer with Apartment Investment and Management Company ("AIMCO") for purposes of Section 13(d) of the Exchange Act. The controlling shareholder of AIMCO/Bethesda is AIMCO Properties, L.P. ("AIMCO Properties"), a subsidiary of AIMCO. The sole general partner of AIMCO Properties is AIMCO-GP, Inc., a wholly-owned subsidiary of AIMCO.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.