

ASSOCIATED ESTATES REALTY CORP

Form 4

November 21, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FISHMAN MARTIN A

2. Issuer Name and Ticker or Trading Symbol
ASSOCIATED ESTATES REALTY
CORP [AEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1 AEC PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, Sec'y & General Counsel

CLEVELAND, OH 44143

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ 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)	(A) or (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	11/17/2006		M	3,000	A	\$ 8.69 56,549	D	
Common Shares	11/17/2006		S	3,000	D	\$ 14.98 53,549	D	
Common Shares	11/20/2006		M	16,600	A	\$ 8.69 70,149	D	
Common Shares	11/20/2006		S	500	D	\$ 14.87 69,649	D	
Common Shares	11/20/2006		S	3,700	D	\$ 14.9 65,949	D	

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Common Shares	11/20/2006	S	1,300	D	\$ 14.92	64,649	D
Common Shares	11/20/2006	S	1,100	D	\$ 14.93	63,549	D
Common Shares	11/20/2006	S	5,000	D	\$ 14.95	58,549	D
Common Shares	11/20/2006	S	2,600	D	\$ 15	55,949	D
Common Shares	11/20/2006	S	2,100	D	\$ 15.03	53,849	D
Common Shares	11/20/2006	S	300	D	\$ 15.05	53,549	D

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

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SEC 1474
(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 8.69	11/17/2006		M	3,000	02/28/2006 02/28/2011	Common Shares 3,000
Stock Options	\$ 8.69	11/20/2006		M	16,600	02/28/2006 02/28/2011	Common Shares 16,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FISHMAN MARTIN A 1 AEC PARKWAY CLEVELAND, OH 44143	VP, Sec'y & General Counsel

Signatures

Suzanne K. Hanselman,
Attorney-in-Fact

11/21/2006

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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