

APARTMENT INVESTMENT & MANAGEMENT CO  
Form 8-K  
April 14, 2011

**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): April 14, 2011**

**APARTMENT INVESTMENT AND  
MANAGEMENT COMPANY**  
(Exact name of registrant as specified in its charter)

**MARYLAND**

(State or other Jurisdiction of  
Incorporation)

**1-13232**

(Commission File Number)

**84-1259577**

(IRS Employer Identification No.)

**4582 SOUTH ULSTER STREET  
PARKWAY SUITE 1100, DENVER, CO**

(Address of Principal Executive Offices)

**80237**

(Zip Code)

Registrant's telephone number, including area code: **(303) 757-8101**

(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))

**Item 8.01 Other Events**

On April 14, 2011, Apartment Investment and Management Company (the Company ) filed a prospectus supplement to its Registration Statement on Form S-3ASR (File No. 333-173503) relating to the offering and sale of up to 4,900,000 shares (the Securities ) of the Company s Class A common stock, par value \$.01 per share, from time to time through the Company s at the market equity offering program under which KeyBanc Capital Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC act as sales agents. In connection therewith, the Company is filing as an exhibit to this report the opinion of DLA Piper LLP (US) with respect to the validity of the Securities.

**Item 9.01 Financial Statements and Exhibits**

| Exhibit No. | Description   |
|-------------|---|
| 5.1         | Opinion of DLA Piper LLP (US)                           |
| 23.1        | Consent of DLA Piper LLP (US) (included in Exhibit 5.1) |

**SIGNATURE**

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

Date: April 14, 2011

By: /s/ Ernest M. Freedman

Name: Ernest M. Freedman

Title: Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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