#### Edgar Filing: SHELTER PROPERTIES II LTD PARTNERSHIP - Form 4/A

SHELTER PROPERTIES II LTD PARTNERSHIP Form 4/A October 22, 2004 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **APARTMENT INVESTMENT &** Issuer Symbol MANAGEMENT CO SHELTER PROPERTIES II LTD (Check all applicable) PARTNERSHIP [NONE] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Х Other (specify Officer (give title (Month/Day/Year) below) below) **4582 SOUTH ULSTER STREET** 12/31/2003 PARKWAY, SUITE 1100 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person 01/30/2004 \_X\_ Form filed by More than One Reporting **DENVER, CO 80237** Person (State) (Zip) (City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Price Code V Amount Limited See 798.5 Ρ Partnership 12/31/2003 20,351 (2) I Footnote Α (1)242.05 (2)Units

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)

2. Conversion or Exercise Price of Derivative Security			4. Transactio Code (Instr. 8)	of Derivativ Securities Acquired			Amou Under Secur	int of rlying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
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			Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
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## **Reporting Owners**

Reporting Owner Name / Address					
	Director	10% Owner	Officer	Other	
APARTMENT INVESTMENT & MANAGEMENT CO 4582 SOUTH ULSTER STREET PARKWAY SUITE 1100 DENVER, CO 80237		Х			
AIMCO PROPERTIES LP 4582 SOUTH ULSTER STREET PARKWAY SUITE 1100 DENVER, CO 80237					
Signatures					
/s/ Derek McCandless Assistant Secretary Apartment Investment and Management Company				10/22/2004	
<u>**</u> Signature of Reporting Person				Date	
/s/ Derek McCandless, Assistant Secretary, AIMCO Properties, L.P.					
<u>**</u> 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).
- Because of a clerical error, these Limited Partnership Units ("Units") were previously reported incorrectly on the reporting person's
   (1) original Form 4 filed on 01/30/2004, and the amount of securities beneficially owned was reported incorrectly on the two Form 4s subsequently filed by the reporting person. These Units were purchased directly by AIMCO Properties, L.P. ("AIMCO Properties").

This amount consists of: (1) 9,264.5 Units owned directly by AIMCO Properties. AIMCO Properties is a joint filer with Apartment Investment and Management Company ("AIMCO") for purposes of Section 13(d) of the Exchange Act. The sole general partner of AIMCO Properties is AIMCO-GP, Inc., a wholly owned subsidiary of AIMCO; (2) 9,128 Units owned directly by AIMCO IPLP, L.P.
 (2) (UID DI) The sole general partner of AIMCO and a subsidiary of AIMCO; (2) 9,128 Units owned directly by AIMCO IPLP, L.P.

(2) AnALO HOP TOPENES IS ANALOU OF, Inc., a wholly owned substanty of ANALO, (2) 9,125 Units owned uncerty by ANALO II ET, ET. ("IPLP"). The sole general partner of IPLP is AIMCO/IPT, Inc. ("AIMCO/IPT"), a wholly owned subsidiary of AIMCO; and (3) 1,958.5 Units owned directly by Cooper River Properties, L.L.C. ("Cooper River"). Cooper River is a wholly owned subsidiary of IPLP, whose sole general partner is AIMCO/IPT, a wholly owned subsidiary of AIMCO.

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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