

DOWNEY KEITH L
 Form 4
 December 27, 2004

FORM 4 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).

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 *
 DOWNEY KEITH L

2. Issuer Name and Ticker or Trading Symbol
 SUMMIT PROPERTIES INC
 ["SMT"]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Executive VP - Construction

(Last) (First) (Middle)
 C/O SUMMIT PROPERTIES
 INC., 309 E. MOREHEAD
 STREET, SUITE 200
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/01/2004

CHARLOTTE, NC 28202
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/01/2004		A	870 ⁽¹⁾ A \$ 24.23	89,918 ⁽²⁾	D	
Common Stock	12/22/2004		D	10,618 ⁽³⁾ D \$ 32.89	79,300	D	
Common Stock	12/23/2004		M	13,635 A \$ 22	92,935	D	
Common Stock					13,536 ⁽⁴⁾	I	By Trust

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

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(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
Employee Stock Options (right to buy)	\$ 17.125	12/22/2004		D ⁽⁵⁾	4,000	⁽⁶⁾ 06/01/2005	Common Stock 4,000
Employee Stock Options (right to buy)	\$ 16.5	12/22/2004		D ⁽⁵⁾	15,000	⁽⁸⁾ 01/13/2009	Common Stock 15,000
Employee Stock Options (right to buy)	\$ 24.5625	12/22/2004		D ⁽⁵⁾	13,000	⁽¹⁰⁾ 02/09/2011	Common Stock 13,000
Employee Stock Options (right to buy)	\$ 22	12/22/2004		D ⁽⁵⁾	54,910	⁽¹²⁾ 02/06/2012	Common Stock 54,910
Employee Stock Options (right to buy)	\$ 22	12/23/2004		M	13,635	⁽¹²⁾ 02/06/2012	Common Stock 13,635

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOWNEY KEITH L C/O SUMMIT PROPERTIES INC. 309 E. MOREHEAD STREET, SUITE 200 CHARLOTTE, NC 28202				Executive VP - Construction

Signatures

/s/ Michael G.

Malone

12/27/2004

**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) This transaction was not previously reported, however the beneficial ownership of the shares by the Reporting Person was disclosed in the Registrant's Proxy Statement for its annual meeting in 2004.

(2) Includes 10,400 shares of Common Stock that the Reporting Person has the opportunity to receive subsequent to January 1, 2004 pursuant to a stock award agreement with the Issuer. Subject to the Reporting Person's continued employment with the Issuer, the number of shares that the Reporting Person will be entitled to receive is based on the following schedule: 3,200 shares on each of March 1, 2005 and 2006; and the final 4,000 shares on March 1, 2007 (subject to acceleration under certain circumstances).

(3) On December 17, 2004, the Company's Board of Directors accelerated the vesting of certain shares of restricted stock and performance based stock awards held by the Reporting Person, and the restricted stock and performance based stock awards were subsequently cancelled by mutual agreement of the Reporting Person and the Company. The Reporting Person received \$349,226.02 as consideration for the cancellation of the restricted stock.

(4) Mr. Downey disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that Mr. Downey is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

(5) On December 17, 2004, the Company's Board's of Directors accelerated the vesting of certain stock options held by the Reporting Person, and such stock options were subsequently cancelled by mutual agreement of the Reporting Person and the Company.

(6) The option vested in five equal installments on June 1, 1996, 1997, 1998, 1999 and 2000.

(7) The Reporting Person received \$63,060 as consideration for the cancellation of the restricted stock.

(8) The option vested in five equal installments on February 1, 1999, 2000, 2001, 2002 and 2003.

(9) The Reporting Person received \$245,850 as consideration for the cancellation of the restricted stock.

(10) Prior to acceleration by the Board of Directors on December 17, 2004, the option vested in five equal installments on January 9, 2001, 2002, 2003, 2004 and 2005.

(11) The Reporting Person received \$108,257.50 as consideration for the cancellation of the restricted stock.

(12) Prior to acceleration by the Board of Directors on December 17, 2004, the option vested in five installments, 12,000 on March 1, 2003, 16,000 on March 1, 2004, 2005 and 2006, and 20,000 on March 1, 2007.

(13) The Reporting Person received \$597,969.90 as consideration for the cancellation of the restricted stock.

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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