

APARTMENT INVESTMENT & MANAGEMENT CO
Form SC 13G/A
February 13, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

APARTMENT INVESTMENT AND MANAGEMENT COMPANY

(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

03748R101

(CUSIP Number)

MAY 6, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class
of securities, and for any subsequent amendment containing information
which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not
be deemed to be "filed" for the purpose of Section 18 of the
Securities Exchange Act of 1934 (the "Act") or otherwise subject to
the liabilities of that section of the Act but shall be subject to all
other provisions of the Act (however, see the Notes).

*SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13G

CUSIP No. 03748R101

Page 2 of 11 Pages

1 NAME OF REPORTING PERSON
/I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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GE CAPITAL EQUITY INVESTMENTS, INC.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | |
(b) | |
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE, U.S.A.
- | | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| | | 0 |
| SHARES | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | 3,249,426 |
| OWNED BY | | |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | | 3,249,426 |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,249,426
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES* | |
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.76%
- 12 TYPE OF REPORTING PERSON*
CO

SCHEDULE 13G

CUSIP No. 03748R101

Page 3 of 11 Pages

- 1 NAME OF REPORTING PERSON
/I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
GENERAL ELECTRIC CAPITAL CORPORATION
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | |
(b) | |
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK, U.S.A.

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| | | | |
|--------------|--|--------------------------|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER | |
| | | | 0 |
| SHARES | | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER | |
| | | | 3,249,426 |
| OWNED BY | | | |
| EACH | 7 | SOLE DISPOSITIVE POWER | |
| REPORTING | | | 0 |
| PERSON | 8 | SHARED DISPOSITIVE POWER | |
| WITH | | | 3,249,426 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 3,249,426 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | |
| | 3.76% | | |
| 12 | TYPE OF REPORTING PERSON* | | |
| | CO | | |

SCHEDULE 13G

CUSIP No. 03748R101

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| | | | |
|---|---|-----|-------------------------------------|
| 1 | NAME OF REPORTING PERSON /I.R.S. IDENTIFICATION NO. OF ABOVE PERSON GENERAL ELECTRIC CAPITAL SERVICES, INC. | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) | <input type="checkbox"/> |
| | | (b) | <input checked="" type="checkbox"/> |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE, U.S.A. | | |

| | | | |
|--------------|---|------------------------|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER | |
| | | | 0 |
| SHARES | | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER | |
| | | | DISCLAIMED. SEE 9 BELOW. |
| OWNED BY | | | |
| EACH | 7 | SOLE DISPOSITIVE POWER | |

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REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER

WITH DISCLAIMED. SEE 9 BELOW.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
BENEFICIAL OWNERSHIP OF ALL SHARES IS DISCLAIMED.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
DISCLAIMED. SEE 9 ABOVE.

12 TYPE OF REPORTING PERSON*
CO

SCHEDULE 13G

CUSIP No. 03748R101

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1 NAME OF REPORTING PERSON
/I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
GENERAL ELECTRIC COMPANY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK, U.S.A.

NUMBER OF 5 SOLE VOTING POWER
0
SHARES

BENEFICIALLY 6 SHARED VOTING POWER
DISCLAIMED. SEE 9 BELOW.
OWNED BY

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER
WITH DISCLAIMED. SEE 9 BELOW.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
BENEFICIAL OWNERSHIP OF ALL SHARES IS DISCLAIMED.

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- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES* | |
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
DISCLAIMED. SEE 9 ABOVE.
- 12 TYPE OF REPORTING PERSON*
CO

Item 1.

- (a) NAME OF ISSUER: Apartment Investment and Management Company
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Colorado Center, Tower Two
2000 South Colorado Boulevard
Suite 2-1000
Denver, Colorado 80222

Item 2.

1. (a) - (c) NAME OF PERSON FILING; ADDRESS OF PRINCIPAL BUSINESS
OFFICE; AND CITIZENSHIP:

GE Capital Equity Investments, Inc.
120 Long Ridge Road
Stamford, Connecticut 06927

Citizenship: Delaware
- (d) TITLE OF CLASS OF SECURITIES: Class A Common Stock, par
value \$0.01 per share
- (e) CUSIP NUMBER: 03748R101
2. (a) - (c) NAME OF PERSON FILING; ADDRESS OF PRINCIPAL BUSINESS
OFFICE; AND CITIZENSHIP:

General Electric Capital Corporation
260 Long Ridge Road
Stamford, Connecticut 06927

Citizenship: New York
- (d) TITLE OF CLASS OF SECURITIES: Class A Common Stock, par
value \$0.01 per share
- (e) CUSIP NUMBER: 03748R101
3. (a) - (c) NAME OF PERSON FILING; ADDRESS OF PRINCIPAL BUSINESS
OFFICE; AND CITIZENSHIP:

General Electric Capital Services, Inc.
260 Long Ridge Road

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Stamford, Connecticut 06927

Citizenship: Delaware

(d) TITLE OF CLASS OF SECURITIES: Class A Common Stock, par value \$0.01 per share

(e) CUSIP NUMBER: 03748R101

4. (a) - (c) NAME OF PERSON FILING; ADDRESS OF PRINCIPAL BUSINESS OFFICE; AND CITIZENSHIP:

General Electric Company
3135 Easton Turnpike
Fairfield, Connecticut 06431

Citizenship: New York

(d) TITLE OF CLASS OF SECURITIES: Class A Common Stock, par value \$0.01 per share

(e) CUSIP NUMBER: 03748R101

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b), OR (c) CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment Company registered under Section 8 of the Investment Company Act (15 U.S.C. 80a-8);
- (e) An investment advisor in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person, in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(H)

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- Item 4. OWNERSHIP:
1. GE Capital Equity Investments, Inc.
- (a) AMOUNT BENEFICIALLY OWNED: 3,249,426 shares of Common Stock
- (b) PERCENT OF CLASS: 3.76%
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
- (i) sole power to vote or to direct the vote:
0
- (ii) shared power to vote or to direct the vote:
3,249,426
- (iii) sole power to dispose or to direct the disposition of:
0
- (iv) shared power to dispose or to direct the disposition of:
3,249,426
2. General Electric Capital Corporation
- (a) AMOUNT BENEFICIALLY OWNED: 3,249,426 shares of Common Stock
- (b) PERCENT OF CLASS: 3.76%
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
- (i) sole power to vote or to direct the vote:
0
- (ii) shared power to vote or to direct the vote:
3,249,426
- (iii) sole power to dispose or to direct the disposition of:
0
- (iv) shared power to dispose or to direct the disposition of:
3,249,426
3. General Electric Capital Services, Inc.
- (a) AMOUNT BENEFICIALLY OWNED: Beneficial ownership of all shares is disclaimed.

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- (b) PERCENT OF CLASS: Disclaimed. See (a) above.
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
 - (i) sole power to vote or to direct the vote:
0
 - (ii) shared power to vote or to direct the vote:
Disclaimed. See (a) above.
 - (iii) sole power to dispose or to direct the disposition of:
0
 - (iv) shared power to dispose or to direct the disposition of:
Disclaimed. See (a) above.

4. General Electric Company

- (a) AMOUNT BENEFICIALLY OWNED: Beneficial ownership of all shares is disclaimed.
- (b) PERCENT OF CLASS: Disclaimed. See (a) above.
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
 - (i) sole power to vote or to direct the vote:
0
 - (ii) shared power to vote or to direct the vote:
Disclaimed. See (a) above.
 - (iii) sole power to dispose or to direct the disposition of:
0
 - (iv) shared power to dispose or to direct the disposition of:
Disclaimed. See (a) above.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

This statement is being filed to report that, as of the date of this report, the reporting persons have ceased to be the beneficial owner of more than five percent of the class of securities.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

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Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

See Exhibit 1 for Joint Filing Agreement.

Item 9. NOTICES OF DISSOLUTION OF GROUP:

Not applicable.

Item 10. CERTIFICATION:

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2003

GE CAPITAL EQUITY INVESTMENTS, INC.

By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Managing Director

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Robert E. Pfeiffer

Name: Robert E. Pfeiffer
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Kevin Korsh

Name: Kevin Korsh
Title: Attorney-in-Fact*

GENERAL ELECTRIC COMPANY

By: /s/ Kevin Korsh

Name: Kevin Korsh

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Title: Attorney-in-Fact**

- * Filed Pursuant to a Power of Attorney Attached as Exhibit 2 to this Schedule 13G.
- ** Filed Pursuant to a Power of Attorney Attached as Exhibit 3 to this Schedule 13G.