

AFFORDABLE RESIDENTIAL COMMUNITIES INC

Form 4

December 02, 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 *
HACK RANDALL

2. Issuer Name **and** Ticker or Trading
Symbol
**AFFORDABLE RESIDENTIAL
COMMUNITIES INC [ARC]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
600 GRANT STREET, SUITE 900
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2004

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

DENVER, CO 80203

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

(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)	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)			
			Code	V	Amount	(A) or (D)	Price			
Common stock par value \$.01 per share	12/01/2004		S		235,912	D	\$ 12.6	575,368	I	Nassau Capital L.L.C. ⁽¹⁾
Common stock par value \$.01 per share								3,577	I	NAS Partners I L.L.C. ⁽²⁾

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HACK RANDALL 600 GRANT STREET, SUITE 900 DENVER, CO 80203	X

Signatures

Randall A. Hack 12/02/2004
 **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).

- 811,280 of the shares that Mr. Hack may be deemed to beneficially own are held indirectly through his affiliation with Nassau Capital L.L.C. of which he is a managing member. Nassau Capital Funds L.L.C. may be deemed to beneficially own 575,368 shares indirectly as
- (1) the general partner for each of Nassau Capital Partners II LP, which holds 575,368 shares and Nassau Capital Funds, LP which holds 0 shares, after the sales reported on this form of 235,912 shares. Mr. Hack disclaims beneficial ownership of the shares reported herein, except to the extent of a pecuniary interest therein.
 - (2) 3577 of the shares Mr. Hack may be deemed to beneficially own are held indirectly through his affiliation with NAS Partners I L.L.C. of which he is the managing member.

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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