

AMERICAN CAMPUS COMMUNITIES INC
 Form 4
 May 11, 2009

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 *
 LOWENTHAL EDWARD

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN CAMPUS COMMUNITIES INC [ACC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 13 ACKERMAN ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/07/2009

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

SADDLE RIVER, NJ 07458

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common stock | 05/07/2009 | | M | A | 500 | 19,000 | D |
| Common stock | 05/11/2009 | | M | A | 500 | 19,500 | D |
| Common stock | | | | | | 3,000 | I See footnote ⁽³⁾ |

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

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number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | 05/07/2009 | | A | 1,902 | (1) (1) | Common Stock | 1,902 |
| Restricted Stock Units | (1) | 05/07/2009 | | M | 1,902 | (1) (1) | Common Stock | 1,902 |
| Restricted Stock Units | (2) | 05/11/2009 | | M | 1,030 | (2) (2) | Common Stock | 1,030 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LOWENTHAL EDWARD 13 ACKERMAN ROAD SADDLE RIVER, NJ 07458 | | X | | |

Signatures

/s/ Jonathan A. Graf,
Attorney-In-Fact

05/11/2009

__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) Restricted stock units were fully vested on the date of grant (5/07/2009) and shares of common stock underlying the restricted stock units were partially settled on the date of grant by delivery of shares and partially settled in cash in lieu of the delivery of shares of common stock.

(2) Restricted stock units were fully vested on the date of grant (5/11/2006) and shares of common stock underlying the restricted stock units were settled on the third anniversary date of the grant (5/11/2009), in accordance with the terms of the American Campus Communities, Inc. 2004 Incentive Award Plan. The restricted stock units were partially settled in cash in lieu of the delivery of shares of common stock.

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- Held by ELIL Family Holdings LLC ("ELIL"), an entity controlled by the reporting person. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act 1934, as amended, the reporting person may be deemed to be the beneficial owner of all of the American Campus Communities, Inc. common stock owned by ELIL, although he disclaims beneficial ownership of those shares, except to the extent of any indirect pecuniary interest therein
- (3)

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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