

ATKINS WILLIAM T
Form 4
December 19, 2005

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 *
ATKINS WILLIAM T

2. Issuer Name and Ticker or Trading Symbol
AMERIVEST PROPERTIES INC
[AMV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2005

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

1780 SOUTH BELLAIRE STREET, SUITE 100

(Street)

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

DENVER, CO 80222

(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 Ownership Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------|---|
| | | | | (A) or (D) | Price \$ | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 12/15/2005 | | J ⁽¹⁾ | 4,962 | A | 4.15 ⁽⁵⁾ | 63,812 | D |
| Common Stock | | | | | | | 224,241 | I |
| Common Stock | | | | | | | 352,293 ⁽²⁾ | I |
| | | | | | | | By Atkins Family Limited Partnership | |
| | | | | | | | By Sheridan Realty Advisors | |

| | | | |
|--------------|------------------------|---|------------------------------|
| Common Stock | 166,826 ⁽³⁾ | I | By Sheridan Management Corp. |
| Common Stock | 274 ⁽⁴⁾ | I | By children |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ATKINS WILLIAM T 1780 SOUTH BELLAIRE STREET SUITE 100 DENVER, CO 80222 | X | | | |

Signatures

/s/ Jeffrey M. Knetsch, as attorney-in-fact 12/19/2005

**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).

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- On December 15, 2005, a charitable remainder annuity trust (with an independent trustee) of which the Reporting Person is the sole non-charitable beneficiary distributed to the Reporting Person 4,962 shares of the Issuer's Common Stock in satisfaction of the trust's obligation to pay \$20,343.29 to the Reporting Person.
- (1) non-charitable beneficiary distributed to the Reporting Person 4,962 shares of the Issuer's Common Stock in satisfaction of the trust's obligation to pay \$20,343.29 to the Reporting Person.
 - (2) The Reporting Person disclaims beneficial ownership over 176,146.5 of these shares.
 - (3) The Reporting Person disclaims beneficial ownership over 83,413 of these shares.
 - (4) Shares held by minor children of Reporting Person for which the Reporting Person acts as Trustee.
 - (5) Represents the closing price of the Issuer's Common Stock on December 13, 2005.

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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