

BERNSTEIN KENNETH F
Form 4/A
December 20, 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 *
BERNSTEIN KENNETH F

2. Issuer Name and Ticker or Trading Symbol
ACADIA REALTY TRUST [AKR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2004

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

C/O ACADIA REALTY TRUST, 1311 MAMARONECK AVENUE, SUITE 260

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/17/2004

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

WHITE PLAINS, NY 10605

(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)
Common Shares of Beneficial Interest - \$.001 Par Value	12/17/2004		M	(1) 120,890	\$ 15.51	(1) (2) D	
Common Shares of Beneficial Interest - \$.001 Par	12/17/2004		M	(1) 120,890	\$ 15.51	(1) (2) D	

Value

Common
Shares of
Beneficial
Interest-
\$.001 Par
Value

12/17/2004 M 130,110 A \$ 7.5 321,023 D
(1) (3) (4) ⁽²⁾

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 Number Shares
Options to purchase Common Shares	\$ 7.5	12/17/2004	12/17/2004	M	250,000 <u>(1)</u>	08/11/2000 06/15/2009	Common Shares 250,000 <u>(1)</u>
Options to purchase Common Shares	\$ 6	12/17/2004		M	0 <u>(5)</u>	01/02/2003 01/01/2011	Common Shares 250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNSTEIN KENNETH F C/O ACADIA REALTY TRUST 1311 MAMARONECK AVENUE, SUITE 260 WHITE PLAINS, NY 10605	X		President and CEO	

Signatures

/s/ Kenneth
Bernstein

12/20/2004

 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).

- On December 17, 2004 Mr. Bernstein exercised 250,000 Options to purchase Common Shares. He used 120,890 of his existing Common Shares to pay the exercise price of \$1,875,000. The Common Shares were then distributed as follows: 120,890 were issued to Mr. Bernstein replacing those used to pay the exercise price and the balance of 130,110 Common Shares (the "Deferred Shares") were placed in a deferred account pursuant to an Agreement with the Company. Thus, Mr. Bernstein's aggregate number of Common Shares was increased from 190,913 to 321,023, the number of his OP units remains at 331,255 and the number of options he holds was reduced from 600,000 to 350,000. The Deferred Shares will not be received by Mr. Bernstein until termination of employment with the Company or a change in control of the Company. Mr. Bernstein will not be entitled to vote the Deferred Shares. Any dividends which accrue on such Deferred Shares will be payable in cash.
- (1) Includes 87,034 vested Common Shares of a total of 200,418 Restricted Common Shares issued to Mr. Bernstein in 2000 through 2004. In addition, Mr. Bernstein owns 331, 255 Operating Partnership Units.
 - (2) Represents the Deferred Shares.
 - (3) Includes the Deferred Shares.
 - (4) The previous filing inadvertently reflected an acquisition by Mr. Bernstein of a 100,000 options to purchase Common Shares. Mr. Bernstein did not acquire nor receive such options.
 - (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.