#### Edgar Filing: APOLLO REAL ESTATE CAPITAL ADVISORS III INC - Form 4

#### APOLLO REAL ESTATE CAPITAL ADVISORS III INC

Form 4

October 24, 2008

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* AP LXP Holdings, LLC

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

LEXINGTON REALTY TRUST

Issuer

(Check all applicable)

[LXP]

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

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

6. Individual or Joint/Group Filing(Check

TWO MANHATTANVILLE ROAD

(Street)

(State)

10/22/2008

(First)

10/22/2008

(Middle)

(Zip)

**SUITE 204** 

(City)

(Last)

4. If Amendment, Date Original

Applicable Line)

Form filed by One Reporting Person

Filed(Month/Day/Year)

\_X\_ Form filed by More than One Reporting Person

PURCHASE, NY 10577

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired (A) 1. Title of 2. Transaction Date 2A. Deemed 3. 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) (Instr. 8) Ownership or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or

(Instr. 3 and 4)

Price (D)

Α

\$0

Code V Amount

18,687,236

 $D^{(2)}$ 18,687,236

Stock

Common

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

 $C^{(1)}$ 

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 orDerivative 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	Amoun Numbe Shares
Units of Limited Partnership	\$ 0 (3)	10/22/2008		C <u>(1)</u>	18,647,236		<u>(4)</u>	<u>(4)</u>	Common Stock	18,64

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Muress	Director	10% Owner	Officer	Other		
AP LXP Holdings, LLC TWO MANHATTANVILLE ROAD SUITE 204 PURCHASE, NY 10577		X				
APOLLO REAL ESTATE INVESTMENT FUND III LP		X				
APOLLO REAL ESTATE ADVISORS III L P TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X				
APOLLO REAL ESTATE CAPITAL ADVISORS III INC TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X				

# **Signatures**

AP LXP Holdings, LLC, by Stuart Koenig, Vice President					
**Signature of Reporting Person	Date				
Apollo Real Estate Investment Fund III, L.P., by Apollo Real Estate Advisors III, L.P., its general partner, by Apollo Capital Advisors III, Inc., its general partner, by Stuart Koening, Vice President					
**Signature of Reporting Person	Date				
Apollo Real Estate Advisors III, L.P., by Apollo Capital Advisors III, Inc., its general partner, by Stuart Koenig, Vice President					
**Signature of Reporting Person	Date				
Apollo Capital Advisors III, Inc., by Stuart Koenig, Vice President	10/24/2008				
**Signature of Reporting Person	Date				

Reporting Owners 2

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## **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) Shares were issued upon conversion of limited partnership units held in The Lexington Master Limited Partnership in accordance with the terms of The Lexington Master Limited Partnership's partnership agreement.
- AP LXP Holdings, LLC, a Delaware limited liability company ("AP LXP"), holds the shares directly. Apollo Real Estate Investment Fund III, L.P., a Delaware limited partnership ("AREIF III"), is the sole member of AP LXP. Apollo Real Estate Advisors III, L.P., a Delaware limited partnership ("AREA III"), is the general partner of AREIF III, and Apollo Capital Advisors III, Inc., a Delaware corporation, is the general partner of AREA III.
- (3) Each unit was converted for one share of Lexington Realty Trust common stock.
- (4) No longer applicable

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.