

January 03, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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.Name and Address of Reporting Person*			2.Issuer Name AND Ticker or Trading Symbol	6.Relationship	
Atkins	William	T.	AmeriVest Properties, Inc. (AMV)		X Director
(Last)	(First)	(Middle)	3.IRS or Social Security Number of Reporting Person, if an entity (Voluntary)	4.Statement for Month/Day/Year	X Officer
1780 South Bellaire Street, Suite 515				12/31/02	---
(Street)			N/A		---
				5.If Amendment, Date of Original (Month/Day/Year)	7.Individual (Check appropriate box)
Denver	Colorado	80222			X Form
(City)	(State)	(Zip)			---
					Form

					Repo

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFIT

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execu- tion Date (if any) (Month/ Day/ Year)	3. Transaction Code (Instr. 8) Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount (A) or Price (D)			5. Amount Securi- Benefi- Owned ing Re- Transa- (Instr. 4)
Common Stock	12/31/02		J (a)	140,955	A	\$6.20	1,45
							2

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 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued)

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 of Exercise or Maturity
				Code	V	(A)	(D)	

FORM 4 (continued)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

- (a) Disposition occurred as a result of dissolution of a limited partnership and the distribution by such limited partnership, with respect to which the filing person may have been deemed to Certain of the securities were distributed to other entities in which the filing person may b beneficial ownership.
- (b) Common stock owned by entities in which reporting person has an indirect pecuniary interest. beneficial ownership over an aggregate of 1,117,118 shares of common stock.

/s/ DEBORAH J

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

Deborah J
Attorney-

* 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) .

Note: File three copies of this Form, one of which must be manually signed.

If space provided 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.