

AMERIVEST PROPERTIES INC
 Form 4/A
 December 22, 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 *
 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)
 1780 SOUTH BELLAIRE STREET, SUITE 100
 (Street)

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

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

DENVER, CO 80222

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/21/2004

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

(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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (D) Price | | | |
| Common Stock | 12/17/2004 | | G ⁽¹⁾ | 74,211 D \$ 6.65 | 46,400 | D ⁽²⁾ | |

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)

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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 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Amount or Number of Shares |
|---|---------------|-----------|-------------------------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | |
| ATKINS WILLIAM T 1780 SOUTH BELLAIRE STREET SUITE 100 DENVER, CO 80222 | X | | Chief Executive Officer | | |

Signatures

/s/ Deborah J. Friedman, as attorney-in-fact 12/22/2004

**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).
- (1) On December 17, 2004, the reporting person contributed 74,211 shares of AMV common stock to a charitable remainder annuity trust of which the reporting person is the sole non-charitable beneficiary with an independent trustee.
In addition, the reporting beneficially owns 743,360 shares of common stock indirectly. 352,293 of such shares are held by Sheridan Realty Advisors, LLC; 166,826 shares are held by Sheridan Management Corp. and 224,241 shares are held by Atkins LTD. Partnership,
- (2) each an entity with respect to which the filing person may be deemed to have beneficial ownership. Reporting person disclaims beneficial ownership over an aggregate of 259,559 such shares of common stock.

Remarks:

Filing amended to correct the number of shares contributed reported in footnote 1.

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.