

ELL RANDALL M  
Form 4  
December 27, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
ELL RANDALL M

2. Issuer Name and Ticker or Trading Symbol  
SUMMIT PROPERTIES INC  
["SMT"]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/01/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP - Management

C/O SUMMIT PROPERTIES INC., 309 E. MOREHEAD STREET, SUITE 200

(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

CHARLOTTE, NC 28202

(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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |   |
| Common Stock                    | 01/01/2004                           |  | A                              |   | 2,496<br>(1)  | A  | \$ 24.23 31,871 (2)                                   | D |
| Common Stock                    | 12/22/2004                           |  | D                              |   | 11,024<br>(3)   | D  | \$ 32.89 20,847                                       | D |
| Common Stock                    | 12/22/2004                           |  | M                              |   | 23,390  | A  | \$ 21.375 44,237                                      | D |

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

SEC 1474 (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)

| 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 or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 21.375  | 12/22/2004                           |  | D <sup>(4)</sup>               | 72,610  | <sup>(5)</sup> 06/01/2010                                | Common Stock 72,610   |
| Employee Stock Option (right to buy)       | \$ 21.375  | 12/22/2004                           |  | M                              | 23,390  | <sup>(5)</sup> 06/01/2010                                | Common Stock 23,390   |
| Employee Stock Option (right to buy)       | \$ 24.5625   | 12/22/2004                           |  | D <sup>(4)</sup>               | 10,400  | <sup>(7)</sup> 01/09/2011                                | Common Stock 10,400   |
| Employee Stock Option (right to buy)       | \$ 22  | 12/22/2004                           |  | D <sup>(4)</sup>               | 80,000  | <sup>(9)</sup> 02/06/2012                                | Common Stock 80,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| ELL RANDALL M<br>C/O SUMMIT PROPERTIES INC.<br>309 E. MOREHEAD STREET, SUITE 200<br>CHARLOTTE, NC 28202 |               |           | Executive VP - Management |       |

## Signatures

/s/ Michael G.

Malone

12/27/2004

\_\_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) This transaction was not previously reported, however beneficial ownership of the shares was disclosed in the Registrant's Proxy Statement for its annual meeting in 2004.

(2) Includes 10,400 shares of Common Stock that the Reporting Person has the opportunity to receive subsequent to January 1, 2004 pursuant to a stock award agreement with the Issuer. Subject to the Reporting Person's continued employment with the Issuer, the number of shares that the Reporting Person will be entitled to receive is based on the following schedule: 3,200 shares on each of March 1, 2005 and 2006; and the final 4,000 shares on March 1, 2007 (subject to acceleration under certain circumstances).

(3) On December 17, 2004, the Company's Board of Directors accelerated the vesting of certain shares of restricted stock and performance based stock awards held by the Reporting Person, and the restricted stock and performance based stock awards were subsequently cancelled by mutual agreement of the Reporting Person and the Company. The Reporting Person received \$362,579.36 as consideration for the cancellation of the restricted stock.

(4) On December 17, 2004, the Company's Board of Directors accelerated the vesting of certain stock options held by the Reporting Person, and such stock options were subsequently cancelled by mutual agreement of the Reporting Person and the Company.

(5) The option vested in five equal installments on June 1, 2000, 2001, 2002, 2003 and 2004.

(6) The Reporting Person received \$836,104.15 as consideration for the cancellation of these stock options.

(7) Prior to acceleration by the Board of Directors on December 17, 2004, the option vested in five equal installments on January 9, 2001, 2002, 2003, 2004 and 2005.

(8) The Reporting Person received \$86,606 as consideration for the cancellation of these stock options.

(9) Prior to acceleration by the Board of Directors on December 17, 2004, the option vested in five installments, 12,000 on March 1, 2003, 16,000 on March 1, 2004, 2005 and 2006, and 20,000 on March 1, 2007.

(10) The Reporting Person received \$871,200 as consideration for the cancellation of these stock options.

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.