

CONSOLIDATED CAPITAL INSTITUTIONAL PROPERTIES

Form 5

February 13, 2009

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported
Form 4
Transactions
Reported**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
APARTMENT INVESTMENT &
MANAGEMENT CO

(Last) (First) (Middle)

4582 SOUTH ULSTER STREET
PARKWAY, SUITE 1100

(Street)

DENVER, CO 80237

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolCONSOLIDATED CAPITAL
INSTITUTIONAL PROPERTIES
[NONE]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20084. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Reporting
(check applicable line)☐ Form Filed by One Reporting Person
☒ Form Filed by More than One Reporting
Person**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Series A Limited Partnership Units	02/25/2008	Â	L	37 ⁽¹⁾ A \$ 19.54	152,619.55 ⁽²⁾	I	See Footnote ⁽⁶⁾
Series A Limited Partnership Units	03/26/2008	Â	L	16.5 ⁽¹⁾ A \$ 5	152,636.05 ⁽³⁾	I	See Footnote ⁽⁶⁾

Series A Limited Partnership Units	04/18/2008	Â	L	2 <u>(1)</u>	A	\$ 5	152,638.05 <u>(4)</u>	I	See Footnote <u>(6)</u>
Series A Limited Partnership Units	06/11/2008	Â	L	10 <u>(1)</u>	A	\$ 4.25	152,648.05 <u>(5)</u>	I	See Footnote <u>(6)</u>
Series B Limited Partnership Units	06/11/2008	Â	L	10 <u>(7)</u>	A	\$ 0.51	152,648.05 <u>(8)</u>	I	See Footnote <u>(9)</u>
Series C Limited Partnership Units	06/11/2008	Â	L	10 <u>(7)</u>	A	\$ 0.24	152,648.05 <u>(8)</u>	I	See Footnote <u>(9)</u>

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
APARTMENT INVESTMENT & MANAGEMENT CO 4582 SOUTH ULSTER STREET PARKWAY SUITE 1100 DENVER,Â COÂ 80237	Â Â X Â Â

AIMCO PROPERTIES LP
4582 SOUTH ULSTER STREET PARKWAY
SUITE 1100
DENVER, CO 80237

Â Â X Â Â

Signatures

/s/ Derek S. McCandless, Senior Vice President and Assistant Secretary, Apartment Investment and Management Company

02/13/2009

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) These Limited Partnership Units ("Units") were directly purchased by AIMCO Properties, L.P. ("AIMCO Properties").

The Amount of Securities Beneficially Owned is 152,619.55 consisting of 61,849.05 Units held by AIMCO Properties; 50,572.40 Units held by AIMCO IPLP, L.P. ("IPLP"); 11,365.60 Units held by Cooper River Properties, L.L.C. ("Cooper"); and 28,832.50 Units held by Reedy River Properties, L.L.C. ("Reedy").

(3) The Amount of Securities Beneficially Owned is 152,636.05 consisting of 61,865.55 Units held by AIMCO Properties; 50,572.40 Units held by IPLP; 11,365.60 Units held by Cooper; and 28,832.50 Units held by Reedy.

(4) The Amount of Securities Beneficially Owned is 152,638.05 consisting of 61,867.55 Units held by AIMCO Properties; 50,572.40 Units held by IPLP; 11,365.60 Units held by Cooper; and 28,832.50 Units held by Reedy.

(5) The Amount of Securities Beneficially Owned is 152,648.05 consisting of 61,877.55 Units held by AIMCO Properties; 50,572.40 Units held by IPLP; 11,365.60 Units held by Cooper; and 28,832.50 Units held by Reedy.

AIMCO Properties is a joint filer with AIMCO-GP, Inc. ("AIMCO-GP") and Apartment Investment and Management Company ("AIMCO") for purposes of Section 13(d) reporting of the Exchange Act. AIMCO-GP is the sole general partner of AIMCO Properties and a wholly-owned subsidiary of AIMCO. IPLP is a joint filer with AIMCO/IPT, Inc. ("AIMCO/IPT") and AIMCO for purposes of

(6) Section 13(d) reporting of the Exchange Act. AIMCO/IPT is the sole general partner of IPLP and a wholly-owned subsidiary of AIMCO. Cooper is a joint filer with AIMCO, AIMCO/IPT, and IPLP for purposes of Section 13(d) reporting of the Exchange Act. Reedy is a joint filer with AIMCO, AIMCO/IPT, and IPLP for purposes of Section 13(d) reporting of the Exchange Act. Both Cooper and Reedy are wholly-owned subsidiaries of IPLP, whose sole general partner is AIMCO/IPT, a wholly-owned subsidiary of AIMCO.

(7) These Units were directly purchased by AIMCO/Bethesda Holdings, Inc. ("AIMCO/Bethesda").

(8) This amount consists of Units owned directly by AIMCO/Bethesda.

AIMCO/Bethesda is a joint filer with Apartment Investment and Management Company ("AIMCO") for purposes of Section 13(d) of the Exchange Act. The controlling shareholder of AIMCO/Bethesda is AIMCO Properties, L.P. ("AIMCO Properties"), a subsidiary of AIMCO. The sole general partner of AIMCO Properties is AIMCO-GP, Inc., a wholly-owned subsidiary of AIMCO.

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.