

SCHWARZ MICHAEL L
 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 *
 SCHWARZ MICHAEL L

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Executive VP and COO

(Last) (First) (Middle)
 C/O SUMMIT PROPERTIES
 INC., 309 E. MOREHEAD ST.
 SUITE 200
 (Street)

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

CHARLOTTE, NC 28202
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/01/2004 | | A | (1) | \$ 3,744 24.23 | 155,999 (2) | D |
| Common Stock | 12/22/2004 | | D | (3) | \$ 18,811 32.89 | 137,188 | 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

Edgar Filing: SCHWARZ MICHAEL L - Form 4

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 Number Shares |
| Employee Stock Option (right to buy) | \$ 17.3125 | 12/22/2004 | | D ⁽⁴⁾ | 90,000 | ⁽⁵⁾ | 12/13/2009 | Common Stock | 90,000 |
| Employee Stock Option (right to buy) | \$ 22 | 12/22/2004 | | D ⁽⁴⁾ | 119,396 | ⁽⁷⁾ | 02/06/2012 | Common Stock | 119,396 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHWARZ MICHAEL L C/O SUMMIT PROPERTIES INC. 309 E. MOREHEAD ST. SUITE 200 CHARLOTTE, NC 28202 | | | Executive VP and COO | |

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 by the Reporting Person was disclosed in the Registrant's Proxy Statement for its annual meeting in 2004.
- (2) Includes 17,875 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: 5,500 shares on each of March 1, 2005 and 2006; and the final 6,875 shares on March 1, 2007 (subject to acceleration under certain circumstances).
- (3)

Edgar Filing: SCHWARZ MICHAEL L - Form 4

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 \$618,693.79 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 December 13, 1999, 2000, 2001, 2002 and 2003.
- (6) The Reporting Person received \$1,401,975 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 installments, 20,000 on March 1, 2003, 24,000 on March 1, 2004, 2005 and 2006, and 30,000 on March 1, 2007.
- (8) The Reporting Person received \$1,300,222.44 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.