

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2008-08-29**
SEC Accession No. **0000950134-08-016005**

(HTML Version on secdatabase.com)

SUBJECT COMPANY

CENTURY PROPERTIES FUND XIX

CIK: **705752** | IRS No.: **942887133** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-43357** | Film No.: **081049961**
SIC: **6500** Real estate

Mailing Address
55 BEATTIE PLACE
P O BOX 1089
GREENVILLE SC 29602

Business Address
55 BEATTIE PLACE
P O BOX 1089
GREENVILLE SC 29602
8642391000

FILED BY

AIMCO PROPERTIES LP

CIK: **926660** | IRS No.: **841275621** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A**
SIC: **6513** Operators of apartment buildings

Mailing Address
4582 S ULSTER ST PARKWAY
SUITE 1100
DENVER CO 80237

Business Address
4582 S ULSTER ST PARKWAY
SUITE 1100
DENVER CO 80237
3037578101

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO §240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§240.13d-2(a)**

(Amendment No. 30)

Century Properties Fund XIX

(Name of Issuer)

Limited Partnership Units

(Title of Class of Securities)

None

(CUSIP Number)

Martha L. Long
Apartment Investment and Management Company
55 Beattie Place
P.O. Box 1089
Greenville, South Carolina 29602
(864) 239-1000

with a copy to:

Jonathan L. Friedman
Skadden, Arps, Slate, Meagher & Flom LLP
300 S. Grand Ave., Suite 3400
Los Angeles, CA 90071
(213) 687-5396

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

August 29, 2008

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

(Continued on following pages)
(Page 1 of 10 Pages)

1	NAMES OF REPORTING PERSONS: AIMCO PROPERTIES, L.P. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 84-1275721	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:
	8	SHARED VOTING POWER: 60,711.66 Units
	9	SOLE DISPOSITIVE POWER:
	10	SHARED DISPOSITIVE POWER: 60,711.66 Units
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 60,711.66 Units	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Approximately 68.00%	

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

1	NAMES OF REPORTING PERSONS: AIMCO-GP, INC. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): Not applicable	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:
	8	SHARED VOTING POWER: 60,711.66 Units
	9	SOLE DISPOSITIVE POWER:
	10	SHARED DISPOSITIVE POWER: 60,711.66 Units
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 60,711.66 Units	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Approximately 68.00%	

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

1	NAMES OF REPORTING PERSONS: APARTMENT INVESTMENT AND MANAGEMENT COMPANY I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 84-1259577	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): Not applicable	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Maryland	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:
	8	SHARED VOTING POWER: 60,711.66 Units
	9	SOLE DISPOSITIVE POWER:
	10	SHARED DISPOSITIVE POWER: 60,711.66 Units
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 60,711.66 Units	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Approximately 68.00%	

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

1	NAMES OF REPORTING PERSONS: AIMCO IPLP, L.P. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): Not Applicable	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:
	8	SHARED VOTING POWER: 25,229 Units
	9	SOLE DISPOSITIVE POWER:
	10	SHARED DISPOSITIVE POWER: 25,229 Units
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 25,229 Units	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Approximately 28.25%	

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

1	NAMES OF REPORTING PERSONS: AIMCO/IPT, INC. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): Not applicable	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:
	8	SHARED VOTING POWER: 25,329 Units
	9	SOLE DISPOSITIVE POWER:
	10	SHARED DISPOSITIVE POWER: 25,329 Units
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 25,329 Units	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Approximately 28.37%	

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

1	NAMES OF REPORTING PERSONS: IPLP ACQUISITIONS I, LLC I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): Not applicable	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:
	8	SHARED VOTING POWER: 4,892 Units
	9	SOLE DISPOSITIVE POWER:
	10	SHARED DISPOSITIVE POWER: 4,892 Units
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 4,892 Units	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Approximately 5.48%	

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

This Amendment No. 30 (this "Amendment") amends the Statement on Schedule 13D (as amended, the "Statement") filed previously with the Securities and Exchange Commission by AIMCO Properties, L.P., AIMCO-GP, Inc., Apartment Investment and Management Company, AIMCO IPLP, L.P., AIMCO/IPT, Inc. and IPLP Acquisition I, LLC (collectively, the "Reporting Persons").

Item 4. Purpose of Transaction

Item 4 is hereby supplemented by the addition of the following information:

Fox Partners II, a California general partnership (the "General Partner"), is the general partner of the issuer, Century Properties Fund XIX, a California limited partnership (the "Partnership"). The General Partner is an affiliate of the Reporting Persons. On August 29, 2008, the General Partner proposed that the Partnership change its domicile from California to Delaware (the "Redomestication"). The General Partner proposes to effect the Redomestication through a merger of the Partnership with and into Century Properties Fund XIX, LP, a Delaware limited partnership (the "Delaware Partnership"), with the Delaware Partnership as the surviving entity in the merger.

In the merger, each unit of limited partnership interest in the Partnership would be converted into an identical unit of limited partnership in the Delaware Partnership and the general partner's interest in the Partnership would be converted into an equivalent interest in the Delaware Partnership. All interests in the Delaware Partnership outstanding immediately prior to the merger would be cancelled in the merger. The voting and other rights of the limited partners provided for in the Partnership's existing Limited Partnership Agreement would not be changed as a result of the merger.

In the merger, the Partnership's existing Limited Partnership Agreement would be adopted as the partnership agreement of the Delaware Partnership, with the following changes: (i) references therein to the California Uniform Limited Partnership Act would be amended to refer to the Delaware Revised Uniform Limited Partnership Act; (ii) a description of the merger would be added; (iii) the name of the partnership would be changed to "Century Properties Fund XIX, LP" and (iv) a provision would be added that would give the general partner authority to establish different designated series of limited partnership interests that would have separate rights with respect to specified partnership property, and profits and losses associated with such specified property.

The merger must be approved by the general partner of the Partnership and a majority in interest of the limited partners. The general partner's affiliates (including the Reporting Persons), which own a majority of the outstanding units of limited partnership interest in the Partnership, have indicated that they intend to take action by written consent to approve the merger as soon as practicable at least 20 calendar days after an Information Statement has been distributed to limited partners of the Partnership. As a result, approval of the merger is assured, and no other limited partner's consent to the merger would be required.

Item 5. Interest in Securities of the Issuer

(a) - (b) The information in lines 7 through 11 and 13 of each Reporting Person's cover page is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit 7.1 Agreement of Joint Filing, dated August 29, 2008

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 29, 2008

AIMCO PROPERTIES, L.P.

By: AIMCO-GP, INC.
(General Partner)

AIMCO-GP, INC.

**APARTMENT INVESTMENT AND MANAGEMENT
COMPANY**

AIMCO IPLP, L.P.

By: AIMCO/IPT, Inc.
(General Partner)

AIMCO/IPT, INC.

IPLP ACQUISITIONS I, LLC

By: /s/ Martha L. Long
Martha L. Long
Senior Vice President
of each of the foregoing entities

AGREEMENT OF JOINT FILING

The parties listed below agree that the Amendment No. 30 to Schedule 13D to which this agreement is attached as an exhibit, and all further amendments thereto, shall be filed on behalf of each of them. This Agreement is intended to satisfy Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in any number of counterparts, each of them shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: August 29, 2008

AIMCO PROPERTIES, L.P.

By: AIMCO-GP, INC.
(General Partner)

AIMCO-GP, INC.

**APARTMENT INVESTMENT AND MANAGEMENT
COMPANY**

AIMCO IPLP, L.P.

By: AIMCO/IPT, Inc.
(General Partner)

AIMCO/IPT, INC.

IPLP ACQUISITIONS I, LLC

By: /s/ Martha L. Long
Martha L. Long
Senior Vice President
of each of the foregoing entities