

---

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

**Form 8-K**

**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 25, 2004

**Associated Estates Realty Corporation**

(Exact name of registrant as specified in its charter)

Commission File Number 1-12486

Ohio  
(State or other jurisdiction of  
incorporation or organization)

34-1747603  
(I.R.S. Employer  
Identification Number)

5025 Swetland Court, Richmond Hts., Ohio  
(Address of principal executive offices)

44143-1467  
(Zip Code)

Registrant's telephone number, including area code (216) 261-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On October 21, 2004, the board of directors of Associated Estates Realty Corporation (the "Company") elected Michael E. Gibbons as a director of the Company. There are no arrangements or understandings between Mr. Gibbons and any other person pursuant to which Mr. Gibbons was selected as a director. The board of directors has determined that Mr. Gibbons is an independent director in accordance with New York Stock Exchange listing standards. Mr. Gibbons was also appointed to serve on the Audit Committee. Mr. Gibbons succeeds Gerald C. McDonough, who retired from the Company's board of directors on October 21, 2004.

A copy of the press release announcing these actions is furnished as Exhibit 99.1 to this report.

**ITEM 9.01 Financial Statements and Exhibits**

<u>(c) Exhibits</u>	<u>Description</u>
99.1	Press Release dated October 21, 2004

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ASSOCIATED ESTATES REALTY CORPORATION

October 25, 2004

(Date)

/s/ Lou Fatica

Lou Fatica, Vice President,  
Chief Financial Officer and Treasurer