Lovejoy Jesse Robert Form 4 February 24, 2006

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

**OMB APPROVAL** 

**OMB** Number:

3235-0287

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January 31, 2005

0.5

Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

<b>71</b>	<b>,</b>									
1. Name and Address of Reporting Person * Lovejoy Jesse Robert			Symbol		Ticker or Trading PROPERTIES INC	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) ONE ROCK PLAZA, 32N	EFELLER	liddle)	3. Date of (Month/Date 02/24/20	• •	ransaction	_X_ Director Officer (giv below)	e titleOth			
			ndment, Da th/Day/Year	ate Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
NEW YORK	X, NY 10020					Form filed by Person				
(City)	(State)	(Zip)	Table	e I - Non-D	Derivative Securities Acc	quired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		med on Date, if	3. Transacti Code	4. Securities onAcquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial		

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	onAcquired Disposed	(A) or		5. Amount of Securities Form: Direct Deneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/24/2006		A	1,000 (1)	A	\$ 0	3,000	D		
Common Stock							200	I	As custodian (2)	
Common Stock							100	I	By daughter (3)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	xpiration Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Namelana		
						Exercisable	Date		Number		
				C 1 1	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer

Lovejoy Jesse Robert
ONE ROCKEFELLER PLAZA
32ND FLOOR
NEW YORK, NY 10020

X

### **Signatures**

J. Robert

Lovejoy 02/24/2006

\*\*Signature of Person

\*\*Bignature of Person

# **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) The 1,000 shares were awarded to reporting person under the 2003 Incentive Plan. The vesting date is February 23, 2011. The award is exempt from Section 16(b) under Rule 16(b)-3.
- Shares are held by reporting person as custodian for two of reporting person's children. Reporting person disclaims any beneficial interest of these securities and this report shall not be an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Shares are held by daughter of reporting person. Reporting person disclaims any beneficial interest of these securities and this report shall not be an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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