

AMERICAN LAND LEASE INC
 Form 4
 February 19, 2008

FORM 4

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

OMB APPROVAL

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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 *
 SMITH SHANNON E

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN LAND LEASE INC
 [ANL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 29399 U.S. HWY. 19,
 NORTH, SUITE 320
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/14/2008

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 Chief Financial Officer

CLEARWATER, FL 33761

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$.01	02/14/2008		A	255 ⁽¹⁾	A	<u>(1)</u>	181,651 D
Common Stock, par value \$.01	02/14/2008		A	25,000 ⁽³⁾	A	<u>(3)</u>	206,651 D
Common Stock, par value \$.01	02/14/2008		A	25,000 ⁽⁴⁾	A	<u>(4)</u>	231,651 D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19.92	02/14/2008 ⁽²⁾		A ⁽²⁾	50,898	⁽²⁾ 02/14/2018	Common Stock, par value \$0.01	50,898	

Reporting Owners

Reporting Owner Name / Address	Relationships
SMITH SHANNON E 29399 U.S. HWY. 19, NORTH SUITE 320 CLEARWATER, FL 33761	Director 10% Owner Officer Chief Financial Officer

Signatures

/s/Shannon E. Smith
02/19/2008
**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) Restricted shares granted by the Compensation Committee of the Board of Directors on February 14, 2008; price column not applicable. The shares vest equally over four years beginning on the first anniversary of date of grant.
- (2) Options awarded by the Compensation Committee of the Board of Directors on February 14, 2008; price column not applicable. The options vest equally over four years beginning on the first anniversary of the date of grant.
- (3)

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Shares granted by the Compensation Committee of the Board of Directors on February 14, 2008; price column not applicable. Shares constitute performance based stock where by the Company issued restricted common stock (the "HPS" shares) under the terms of the Company's 1998 Stock Incentive Plan. The HPS shares vest based upon the extent, if any, that the total return realized by shareholders exceeds the ten-year average total return of the Equity REIT Index, as reported by the National Association of Real Estate Investment Trusts. The total return for the Company is measured over a three-year period that ends on December 31, 2010. To the extent that shares are not vested as of the final calculation date, such shares are forfeited and are returned to the Company.

Restricted shares granted by the Compensation Committee of the Board of Directors on February 14, 2008; price column not applicable.

- (4) The shares have a six-year vesting schedule and vest 15% on the fourth year, 35% on the fifth year, and 50% on the sixth year anniversary of the date of grant.

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

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