

MELLIN WILLIAM F
Form 4
January 25, 2007

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 *
FARALLON CAPITAL
MANAGEMENT LLC

2. Issuer Name and Ticker or Trading Symbol
AFFORDABLE RESIDENTIAL
COMMUNITIES INC [ARC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE MARITIME PLAZA, SUITE
1325

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2007

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Member of Group Owning 10%

(Street)
SAN FRANCISCO, CA 94111

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 01/23/2007 | | X | | 414,546 | A | \$ 8 2,127,546 | D (1) (2) (3) |
| Common Stock | 01/23/2007 | | X | | 497,939 | A | \$ 8 2,555,539 | D (1) (2) (4) |
| Common Stock | 01/23/2007 | | X | | 28,725 | A | \$ 8 147,425 | D (1) (2) (5) |
| Common Stock | 01/23/2007 | | X | | 35,380 | A | \$ 8 181,580 | D (1) (2) (6) |
| Common Stock | 01/23/2007 | | X | | 13,213 | A | \$ 8 67,813 | D (1) (2) (7) |

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| | | | | | | | | |
|--------------|------------|---|-----------|---|------|-----------|---|----------------------------|
| Common Stock | 01/23/2007 | X | 63,619 | A | \$ 8 | 326,509 | D | (1) (2) (8) |
| Common Stock | 01/23/2007 | X | 1,053,422 | A | \$ 8 | 5,406,412 | I | See Footnotes (1) (2) (9) |
| Common Stock | 01/23/2007 | X | 48,160 | A | \$ 8 | 247,170 | I | See Footnotes (1) (2) (10) |
| Common Stock | 01/23/2007 | X | 1,101,582 | A | \$ 8 | 5,653,582 | I | See Footnotes (1) (2) (11) |

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)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Subscription Rights (right to buy) | \$ 8 | 01/23/2007 | | X | | 1,713,000 | 12/19/2006 | 01/23/2007 | Common Stock |
| Subscription Rights (right to buy) | \$ 8 | 01/23/2007 | | X | | 2,057,600 | 12/19/2006 | 01/23/2007 | Common Stock |
| Subscription Rights (right to buy) | \$ 8 | 01/23/2007 | | X | | 118,700 | 12/19/2006 | 01/23/2007 | Common Stock |
| Subscription Rights (right to buy) | \$ 8 | 01/23/2007 | | X | | 146,200 | 12/19/2006 | 01/23/2007 | Common Stock |
| Subscription Rights (right to buy) | \$ 8 | 01/23/2007 | | X | | 54,600 | 12/19/2006 | 01/23/2007 | Common Stock |
| Subscription Rights (right to buy) | \$ 8 | 01/23/2007 | | X | | 262,890 | 12/19/2006 | 01/23/2007 | Common Stock |

to buy)

| | | | | | | | | |
|------------------------------------|------|------------|---|-----------|------------|------------|--------------|---|
| Subscription Rights (right to buy) | \$ 8 | 01/23/2007 | X | 4,352,990 | 12/19/2006 | 01/23/2007 | Common Stock | 1 |
| Subscription Rights (right to buy) | \$ 8 | 01/23/2007 | X | 199,010 | 12/19/2006 | 01/23/2007 | Common Stock | |
| Subscription Rights (right to buy) | \$ 8 | 01/23/2007 | X | 4,552,000 | 12/19/2006 | 01/23/2007 | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| FARALLON CAPITAL MANAGEMENT LLC ONE MARITIME PLAZA, SUITE 1325 SAN FRANCISCO, CA 94111 | | X | | Member of Group Owning 10% |
| FARALLON CAPITAL INSTITUTIONAL PARTNERS III LP C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 1325 SAN FRANCISCO, CA 94111 | | X | | Member of Group Owning 10% |
| TINICUM PARTNERS LP FARALLON C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 1325 SAN FRANCISCO, CA 94111 | | X | | Member of Group Owning 10% |
| Farallon Capital Offshore Investors II, L.P. C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 1325 SAN FRANCISCO, CA 94111 | | X | | Member of Group Owning 10% |
| DING CHUN R C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 1325 SAN FRANCISCO, CA 94111 | | X | | Member of Group Owning 10% |
| DUHAMEL WILLIAM F C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 1325 SAN FRANCISCO, CA 94111 | | X | | Member of Group Owning 10% |
| FRIED RICHARD B C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 1325 SAN FRANCISCO, CA 94111 | | X | | Member of Group Owning 10% |

| | | |
|---|---|-------------------------------|
| LANDRY MONICA R C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 1325 SAN FRANCISCO, CA 94111 | X | Member of Group Owning 10% |
| MacMahon Douglas M C/O FARALLON CAPITAL MANAGEMENT, L.L.C., ONE MARITIME PLAZA, SUITE 1325 SAN FRANCISCO, CA 94111 | X | Member of Group Owning 10% |
| MELLIN WILLIAM F C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 1325 SAN FRANCISCO, CA 94111 | X | Member of Group Owning 10% |

Signatures

| | |
|--|------------|
| /s/ Monica R. Landry, as attorney-in-fact and/or authorized signer for each of FCMLLC and the reporting persons listed in footnotes (6) to (8). | 01/25/2007 |
| __Signature of Reporting Person | Date |
| /s/ Monica R. Landry, on her own behalf and as attorney-in-fact and/or authorized signer for each of Chun R. Ding, William F. Duhamel, Richard B. Fried, Monica R. Landry, Douglas M. MacMahon, William F. Mellin. | 01/25/2007 |
| __Signature of Reporting Person | Date |
| . | 01/25/2007 |
| __Signature of Reporting Person | Date |
| . | 01/25/2007 |
| __Signature of Reporting Person | Date |
| . | 01/25/2007 |
| __Signature of Reporting Person | Date |
| . | 01/25/2007 |
| __Signature of Reporting Person | Date |
| . | 01/25/2007 |
| __Signature of Reporting Person | Date |
| . | 01/25/2007 |
| __Signature of Reporting Person | Date |

__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) The entities and individuals identified in the footnotes of this Form 4 may be deemed members of a group holding equity securities of the Issuer. The filing of this Form 4 shall not be deemed to be an admission that such entities and individuals are members of such group.
- Since the number of reporting persons that may be listed on a Form 4 is limited, Farallon Partners, L.L.C., the entities listed in footnotes (3) through (5) of this Form 4 and Stephen L. Millham, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly, each as listed in footnote (11) of this Form 4, are filing a separate Form 4 on the same date as the filing of this Form 4 as reporting persons with respect to the holdings described in this Form 4 relating to such entities and individuals. Information regarding these entities and individuals is included on this Form 4 for purposes of clarification and convenience only, and is duplicative of the information reported in such other Form 4.
- (2)
- (3) The amount of securities shown in this row is owned directly by Farallon Capital Partners, L.P. ("FCP").
- (4) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners, L.P. ("FCIP").
- (5) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners II, L.P. ("FCIP II").
- (6) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners III, L.P. ("FCIP III").
- (7) The amount of securities shown in this row is owned directly by Tincum Partners, L.P. ("Tincum").
- (8) The amount of securities shown in this row is owned directly by Farallon Capital Offshore Investors II, L.P. ("FCOI II").
- The amount of securities shown in this row is owned directly by FCP, FCIP, FCIP II, FCIP III, Tincum and FCOI II (collectively, the "Partnerships"). As the general partner to each of the Partnerships, Farallon Partners, L.L.C. ("FPLLC") may be deemed to be the beneficial owner of the Issuer's securities held by the Partnerships. FPLLC disclaims any beneficial ownership of any of the Issuer's securities reported or excluded herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "'34 Act"), or otherwise, except as to securities representing FPLLC's pro rata interest in, and interest in the profits of, the Partnerships.
- (9) The amount of securities shown in this row is owned directly by an entity (the "Managed Entity") managed by Farallon Capital Management, L.L.C. ("FCMLLC"). FCMLLC, as manager to such entity, may be deemed to be the beneficial owner of the Issuer's securities held by such entity. FCMLLC disclaims any beneficial ownership of any of the Issuer's securities reported herein for purposes of Rule 16a-1(a) under the '34 Act or otherwise.
- (10) The amount of securities shown in this row is owned directly by either the Partnerships or the Managed Entity. Each of Chun R. Ding, William F. Duhamel, Richard B. Fried, Monica R. Landry, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier and Mark C. Wehrly (collectively, the "Managing Members") and Thomas F. Steyer (the "Senior Managing Member"), as either a managing member or the senior managing member of FPLLC and FCMLLC, may be deemed to be a beneficial owner of the Issuer's securities held by each of the Partnerships as referenced in footnotes (3) through (8) of this Form 4 and by the Managed Entity as referenced in footnote (10) of this Form 4. The Managing Members and the Senior Managing Member disclaim any beneficial ownership of any of the Issuer's securities reported or excluded herein for purposes of Rule 16a-1(a) under the '34 Act or otherwise.
- (11)

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.