

AMERICAN LAND LEASE INC  
Form 8-K  
February 24, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) February 23, 2005

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**American Land Lease, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-09360**  
(Commission File Number)

**84-103876**  
(I.R.S. Employer  
Identification No.)

**29399 U.S. Hwy 19 North,**  
**Suite 320, Clearwater, FL**  
(Address of principal executive offices)

**33761**  
(Zip Code)

**Registrant's telephone number, including area code (727) 726-8868**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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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))
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**Item 8.01 Other Events.**

On February 23, 2005, American Land Lease, Inc. (the Company ) completed the sale of an aggregate of 900,000 shares of its 7.75% Series A Cumulative Redeemable Preferred Stock in an underwritten public offering. The Company issued a press release announcing the consummation of the offering, a copy of which is filed as Exhibit 99.1 to this report and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

The following exhibits are filed with this report:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated February 23, 2005.

**SIGNATURE**

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 hereunto duly authorized.

AMERICAN LAND LEASE, INC.

Date: February 24, 2005

By: /s/ Shannon Smith

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Shannon Smith  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated February 23, 2005.