

HEITMAN REAL ESTATE SECURITIES LLC  
Form SC 13G/A  
February 13, 2009

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OMB APPROVAL

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

ACADIA REALTY TRUST  
(Name of Issuer)

COMMON SHARES OF BENEFICIAL INTEREST  
(Title of Class of Securities)

004239109  
(CUSIP Number)

DECEMBER 31, 2008  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745(3-06)

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CUSIP No. 004239109

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

HEITMAN REAL ESTATE SECURITIES, LLC 36-4265577

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2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)   
(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization

DELAWARE

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5. Sole Voting Power  
Number of Shares 498,428

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6. Shared Voting Power  
Beneficially Owned By Each Reporting Person With 0

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7. Sole Dispositive Power  
1,216,775

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8. Shared Dispositive Power  
0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,216,775

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

3.79%

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12. Type of Reporting Person (See Instructions)

IA

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**Item 1.**

- (a) Name of Issuer

Acadia Realty Trust

- (b) Address of Issuer's Principal Executive Offices

600 Third Ave

P O Box 1679  
Kingston, PA 18704

**Item 2.**

- (a) Name of Person Filing

Heitman Real Estate Securities LLC

- (b) Address of Principal Business Office, or if none, Residence

191 North Wacker Drive, Suite 2500  
Chicago, Illinois 60606

- (c) Citizenship

United States

- (d) Title of Class of Securities

Common Shares of Beneficial Interest

- (e) CUSIP Number

004239109

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act.
- (b)  Bank as defined in Section 3 (a) (6) of the Act.
- (c)  Insurance Company as defined under Section 3 (a) (19) of the Act.
- (d)  Investment Company registered under Section 8 of the Investment Company Act.
- (e)

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- An investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
- Employee Benefit Plan, Pension Fund which is subject to the provision of the An employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b) (ii) (F);
- A parent Holding Company, in accordance with Section 240.13d-1 (b) (ii) (G);
- Group, in accordance with Section 240.13d-1 (b) (1) (ii) (H);

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**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 1,216,775
- (b) Percent of class: 3.79%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote 498,428
  - (ii) Shared power to vote or to direct the vote 0
  - (iii) Sole power to dispose or to direct the disposition of 1,216,775
  - (iv) Shared power to dispose or to direct the disposition of 0

**Item 5. Ownership of Five Percent or Less of a Class. b**

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my information and belief, I certify that the information set forth in this statement is true, complete, and correct.

February 13, 2009

\_\_\_\_\_  
(Date)

/s/ Nancy B. Lynn

\_\_\_\_\_  
(Signature)

Nancy B. Lynn/Vice President

\_\_\_\_\_  
(Name/Title)

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations  
(See 18 U.S.C. 1001)**