

ARDEN REALTY INC  
Form 10-K/A  
April 14, 2005

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**Securities and Exchange Commission**

**Washington, D.C. 20549**

**Amendment No. 1  
to Form 10-K on**

**FORM 10-K/A**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934.**

**For the fiscal year ended December 31, 2004**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934**

**For the transition period from            to**

**Commission File Number 1-12193**

**ARDEN REALTY, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of incorporation or  
organization)

**95-4578533**

(I.R.S. Employer Identification No.)

**11601 Wilshire Boulevard, 4th Floor**

**Los Angeles, California 90025-1740**

(Address and zip code of principal executive offices)

**Registrant's telephone number, including area code: (310) 966-2600**

**Securities registered pursuant to Section 12(b) of the Act:**

<b><u>Title of each class</u></b>	<b><u>Name of each exchange on which registered</u></b>
Common Stock, \$0.01 par value	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

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Indicate by checkmark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the shares of common stock held by non-affiliates was approximately \$1.9 billion based on the closing price on the New York Stock Exchange for such shares on June 30, 2004.

The number of the Registrant's shares of common stock outstanding was 66,364,703 as of March 10, 2005.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of this report incorporates information by reference from the definitive Proxy Statement for the 2005 Annual Meeting of Stockholders.

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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

SIGNATURES

Exhibit 31.1

Exhibit 31.2

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**EXPLANATORY NOTE**

This amendment to the Form 10-K of Arden Realty, Inc. is filed to correct the certification of the Chief Executive Officer under Rule 13a-14(a) or Rule 15d-14(a), filed as exhibit 31.1, and the certifications of the Chief Financial Officer and certain other executive officers under Rule 13a-14(a) or Rule 15d-14(a), filed as exhibit 31.2. The exhibits 31.1 and 31.2 originally filed inadvertently omitted reference to the company's internal control over financial reporting.

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**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K**

**(c) Exhibits**

**Exhibit  
Number**

**Description**

31.1*	Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) or Rule 15d-14(a) promulgated under the Exchange Act, as created by Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer and certain other executive officers, pursuant to Rule 13a-14(a) or Rule 15d-14(a) promulgated under the Exchange Act, as created by Section 302 of the Sarbanes-Oxley Act of 2002.

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(\*) Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on April 14, 2005.

ARDEN REALTY, INC.

By: /s/ RICHARD S. ZIMAN  
 Richard S. Ziman  
 Chairman of the Board  
 and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
<u>/s/ RICHARD S. ZIMAN</u>	Chairman of the Board, Chief Executive Officer and Director	April 14, 2005
Richard S. Ziman		
<u>/s/ VICTOR J. COLEMAN</u>	President, Chief Operating Officer and Director	April 14, 2005
Victor J. Coleman		
<u>/s/ RICHARD S. DAVIS</u>	Executive Vice President and Chief Financial Officer	April 14, 2005
Richard S. Davis		
<u>/s/ ROBERT C. PEDDICORD</u>	Executive Vice President Leasing and Property Operations	April 14, 2005
Robert C. Peddicord		
<u>/s/ LESLIE E. BIDER</u>	Director	April 14, 2005
Leslie E. Bider		
<u>/s/ CARL D. COVITZ</u>	Director	April 14, 2005
Carl D. Covitz		
<u>/s/ LARRY S. FLAX</u>	Director	

April 14,  
2005

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Larry S. Flax

/s/ STEVEN C. GOOD Director

April 14,  
2005

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Steven C. Good

/s/ ALAN I.  
ROTHENBERG Director

April 14,  
2005

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Alan I. Rothenberg