

February 13, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

☐ Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)	ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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
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|_ Form 3 Holdings Reported

|X| Form 4 Transactions Reported

1.Name and Address of Reporting Person*			2.Issuer Name AND Ticker or Trading Symbol	6.Relationship	
Atkins	William	T.	AmeriVest Properties, Inc. (AMV)	X	Director
(Last)	(First)	(Middle)	3.IRS or Social Security Number of Reporting Person, if an entity (Voluntary)	4.Statement for Month/Day/Year	X Official title
1780 South Bellaire Street, Suite 515				9/29/00	Official title
(Street)			5.If Amendment, Date of Original (Month/Day/Year)		7.Individual (Check appropriate Form)
Denver	Colorado	80222			Form
(City)	(State)	(Zip)			Form
					Form

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFITING FROM THE COMPANY'S INVESTMENT ACTIVITIES

1. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/ Year)	2A. Deemed Execu- tion Date (if any) (Month/ Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount (A) or (D) Price	5. Amount Securi- Benefi- Owned End of Fiscal (Instr.
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 5 (continued)

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 of Acquisition or Disposition
Common Stock Warrants	\$5.00	9/29/00		S	I	01/01/01

FORM 5 (continued)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Common Stock
Warrants

(a)

735,000

I

(b)

Explanation of Responses:

- (a) Warrants owned by limited liability company in which reporting person has an indirect pecuniary interest. Reporting person disclaims beneficial ownership over 588,000 warrants.
- (b) Warrants transferred to third party in connection with a severance agreement. Closing price of underlying common stock on last trading day before transaction on first trading day after transaction was \$4.50 per share.

** Intentional misstatements or omissions of facts
constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ DEBORAH J.

** Deborah J.
Attorney-in-fact

Note: File three copies of this Form, one of which must be manually signed.
If space provided 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.