

GOLDSTEIN PHILLIP

Form SC 13D

February 03, 2006

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
NA

1. NAME OF REPORTING PERSON

Bulldog Investors, Phillip Goldstein and Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP

a[X]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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7. SOLE VOTING POWER

NA

8. SHARED VOTING POWER

NA

9. SOLE DISPOSITIVE POWER

NA

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10. SHARED DISPOSITIVE POWER

NA

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,338,400

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

5.55

14. TYPE OF REPORTING PERSON

NA

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1. NAME OF REPORTING PERSON

Phillip Goldstein

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2. CHECK THE BOX IF MEMBER OF A GROUP a[X]  
b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

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7. SOLE VOTING POWER

322,000

8. SHARED VOTING POWER

20,000

9. SOLE DISPOSITIVE POWER  
589,200

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10. SHARED DISPOSITIVE POWER  
409,500

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
998,700

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES []

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

4.14%

14. TYPE OF REPORTING PERSON

IA

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1. NAME OF REPORTING PERSON  
Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP a[X]  
b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) []

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6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

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7. SOLE VOTING POWER

749,200

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

339,700

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10. SHARED DISPOSITIVE POWER

409,500

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

749,200

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

3.11%

14. TYPE OF REPORTING PERSON

IA

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### Item 1. SECURITY AND ISSUER

This Schedule 13D relates to the shares of AmeriVest Properties Inc. ("AMV"). The principal executive offices of AMV are located at 1780 South Bellaire Street, Suite 100, Denver, CO 80222.

### Item 2. IDENTITY AND BACKGROUND

This statement is filed on behalf of Bulldog Investors, Phillip Goldstein, 60 Heritage Drive, Pleasantville, NY 10570 and Andrew Dakos, 43 Waterford Drive, Montville, NJ 07045.

Phillip Goldstein is a self-employed investment advisor. He is also President of Kimball and Winthrop, Inc., an investment advisory firm and a Principal of Bulldog Investors. Andrew Dakos is President of Elmhurst Capital, Inc., an investment advisory firm and Managing Member of the general partner of Full Value Partners L.P., an investment fund. Mr. Dakos is also a principal of Bulldog Investors. Bulldog Investors is a group of private investment funds.

During the last 5 years none of the reporting persons have been convicted in a criminal proceeding, nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, as a result of which they were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to

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such laws.

Mr. Phillip Goldstein and Mr. Andrew Dakos are U.S. citizens.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS AND OTHER CONSIDERATIONS

Mr. Phillip Goldstein and Mr. Dakos have accumulated shares of the Issuer on behalf of accounts that are managed by them. All funds that have been utilized to purchase such shares are from such accounts or from margin loans from broker dealers where these accounts are held.

### ITEM 4. PURPOSE OF TRANSACTION

The reporting persons believe that the issuer's shares are significantly undervalued and urge management to promptly maximize shareholder value via a sale, merger, or full liquidation of the company.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

a. As per the 10Q filed on 11/4/2005 there were 24,111,000 shares outstanding as of 10/31/2005. The percentage set forth in this item (5a) was derived using such number.

Bulldog Investors, Phillip Goldstein and Andrew Dakos beneficially own a total of 1,338,400 shares or 5.55 % of the outstanding shares.

Mr. Phillip Goldstein is deemed to be the beneficial owner of 998,700 shares of AMV or 4.14% of the outstanding shares. Mr. Dakos is deemed to be the beneficial owner of 749,200 shares of AMV or 3.11% of the outstanding shares.

b. Power to dispose of securities resides solely with Mr. Phillip Goldstein for 589,200 shares and jointly with Mr. Dakos for 409,500 shares. Power to vote securities resides solely with Mr. Phillip Goldstein for 322,000 shares and jointly for 15,000 shares. Power to dispose of securities resides solely with Mr. Dakos for 339,700 shares and power to vote securities resides solely with Mr. Dakos for 749,200 shares.

c. During the last sixty days the following shares of common stock were purchased (there were no sales):

#### Phillip Goldstein

1/30/06	600 @ 4.6
1/27/06	55800 @ 4.59
1/26/06	1100 @ 4.45, 1000 @ 4.46 and 400 @ 4.5
1/25/06	1000 @ 4.48
1/23/06	58800 @ 4.38
12/15/05	13500 @ 4.06
12/14/05	54000 @ 4.08
12/12/05	42400 @ 4.08
12/9/05	53100 @ 4.08
12/8/05	19900 @ 4
12/7/05	80000 @ 4.05
12/2/05	12000 @ 4.08

#### Andrew Dakos

1/30/2006	900 4.6
1/30/2006	100 4.53

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1/27/2006	16000	4.6
1/27/2006	50004.6	
12/30/2005	10004.15	
12/28/2005	70004.1	
12/29/2005	10000	4.144
12/28/2005	40004.13	
12/14/2005	3,000.00	4.04
12/14/2005	50004.02	
12/13/2005	22000	4.05
12/6/2005	2,000.00	4.06
12/6/2005	5,000.00	4.11
12/6/2005	8,000.00	4.12
12/6/2005	28,700.00	4.09
12/6/2005	18,000.00	4.1
12/6/2005	30,500.00	4.08
12/2/2005	12004.07	
12/5/2005	25000	4.0986

d. Beneficiaries of accounts managed by Mr. Phillip Goldstein and Mr. Dakos are entitled to receive any dividends or sales proceeds.

e. NA

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS  
Joint Filing Agreement

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

Dated: 2/2/06

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos

Exhibit 1

Joint Filing Agreement

In accordance with Rule 13d-1 (k) (1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of the Schedule 13D (and all further amendments filed by them) with respect to the shares of AMV.

Dated: 2/2/06

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos

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Name: Andrew Dakos