

CONSOLIDATED CAPITAL INSTITUTIONAL PROPERTIES 2

Form 5

February 13, 2009

**FORM 5**

OMB APPROVAL

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB Number: 3235-0362

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person \*  
**APARTMENT INVESTMENT & MANAGEMENT CO**

2. Issuer Name and Ticker or Trading Symbol  
**CONSOLIDATED CAPITAL INSTITUTIONAL PROPERTIES 2**  
 [NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

**4582 SOUTH ULSTER STREET PARKWAY, SUITE 1100**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

**DENVER, CO 80237**

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Series A Limited Partnership Units	02/25/2008	^	L	555.4 (1) A \$ 1	573,737.45 (2)	I	See Footnote (8)
Series A Limited Partnership Units	03/26/2008	^	L	5 (1) A \$ 1	573,742.45 (3)	I	See Footnote (8)

Series A Limited Partnership Units	04/18/2008	Â	L	378.5 <u>(1)</u>	A	\$ 1	574,120.95 <u>(4)</u>	I	See Footnote <u>(8)</u>
Series A Limited Partnership Units	06/11/2008	Â	L	49 <u>(1)</u>	A	\$ 0.99	574,169.95 <u>(5)</u>	I	See Footnote <u>(8)</u>
Series A Limited Partnership Units	10/22/2008	Â	L	8 <u>(1)</u>	A	\$ 0.99	574,177.95 <u>(6)</u>	I	See Footnote <u>(8)</u>
Series A Limited Partnership Units	12/30/2009	Â	L	214 <u>(1)</u>	A	\$ 0.99	574,391.95 <u>(7)</u>	I	See Footnote <u>(8)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se O E Is Fi (I
					(A) (D)	Date Exercisable (A) Expiration Date (D)	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APARTMENT INVESTMENT & MANAGEMENT CO 4582 SOUTH ULSTER STREET PARKWAY SUITE 1100 DENVER, CO 80237	Â	Â X	Â	Â

AIMCO PROPERTIES LP  
4582 SOUTH ULSTER STREET PARKWAY  
SUITE 1100  
DENVER, CO 80237

Â Â X Â Â

## Signatures

/s/ Derek McCandless, Senior Vice President and Assistant Secretary, Apartment Investment and Management Company

02/13/2009

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

(1) These Limited Partnership Units ("Units") were directly purchased by AIMCO Properties, L.P. ("AIMCO Properties").

The Amount of Securities Beneficially Owned is 573,734.45, consisting of 320,258.45 Units held by AIMCO Properties; 17,240.60 Units held by AIMCO IPLP, L.P. ("IPLP"); 67,518.70 Units held by Cooper River Properties, L.L.C. ("Cooper"); and 168,736.50 Units held by Reedy River Properties, L.L.C. ("Reedy").

(3) The Amount of Securities Beneficially Owned is 573,742.45, consisting of 320,263.45 Units held by AIMCO Properties; 17,240.60 Units held by IPLP; 67,518.70 Units held by Cooper; and 168,736.50 Units held by Reedy.

(4) The Amount of Securities Beneficially Owned is 574,120.95, consisting of 320,641.95 Units held by AIMCO Properties; 17,240.60 Units held by IPLP; 67,518.70 Units held by Cooper; and 168,736.50 Units held by Reedy.

(5) The Amount of Securities Beneficially Owned is 574,169.95, consisting of 320,690.95 Units held by AIMCO Properties; 17,240.60 Units held by IPLP; 67,518.70 Units held by Cooper; and 168,736.50 Units held by Reedy.

(6) The Amount of Securities Beneficially Owned is 574,177.95, consisting of 320,698.95 Units held by AIMCO Properties; 17,240.60 Units held by IPLP; 67,518.70 Units held by Cooper; and 168,736.50 Units held by Reedy.

(7) The Amount of Securities Beneficially Owned is 574,391.95, consisting of 320,912.95 Units held by AIMCO Properties; 17,240.60 Units held by IPLP; 67,518.70 Units held by Cooper; and 168,736.50 Units held by Reedy.

AIMCO Properties is a joint filer with AIMCO-GP, Inc. ("AIMCO-GP") and Apartment Investment and Management Company ("AIMCO") for purposes of Section 13(d) reporting of the Exchange Act. AIMCO-GP is the sole general partner of AIMCO Properties and a wholly-owned subsidiary of AIMCO. IPLP is a joint filer with AIMCO/IPT, Inc. ("AIMCO/IPT") and AIMCO for purposes of

(8) Section 13(d) reporting of the Exchange Act. AIMCO/IPT is the sole general partner of IPLP and a wholly-owned subsidiary of AIMCO. Cooper is a joint filer with AIMCO, AIMCO/IPT and IPLP for purposes of Section 13(d) reporting of the Exchange Act. Reedy is a joint filer with AIMCO, AIMCO/IPT and IPLP for purposes of Section 13(d) reporting of the Exchange Act. Both Cooper and Reedy are wholly-owned subsidiaries of IPLP, whose sole general partner is AIMCO/IPT, a wholly-owned subsidiary of AIMCO.

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.