AMERICAN COMMUNITY PROPERTIES TRUST
Form 8-K
March 31, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.  20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)                March 28, 2008

AMERICAN COMMUNITY PROPERTIES TRUST
(Exact name of registrant as specified in its charter)

| MARYLAND | 1-14369 | 52-2058165 |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

222 Smallwood Village Center
St. Charles, Maryland  20602
(Address of principal executive offices)(Zip Code)

(301) 843-8600
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

1

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01    Other Events.

On March 28, 2008, American Community Properties Trust reported that the special committee of its Board of Trustees is currently exploring the possible restructuring of the Company so that it may elect to be treated as a real estate investment trust ("REIT") for U.S. federal income tax purposes (the "Restructuring Transaction"), as proposed by the family of J. Michael Wilson, the Company's Chairman and CEO, the Company's majority shareholders (the "Wilson Family").  A copy of the press release is attached as Exhibit 99.1.

Item 9.01    Financial Statements and Exhibits.

(c)    Exhibits

99.1    Press Release of American Community Properties Trust issued on March 28, 2008

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN COMMUNITY PROPERTIES
TRUST
(Registrant)

Dated:  March 28, 2008            By: /s/ Cynthia L. Hedrick
                                     Cynthia L. Hedrick
                                     Executive Vice President and Chief Financial
                                  Officer