

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Arbor Realty Trust, Inc.

(Name of Issuer)

Common Stock, Par Value \$.01

(Title of Class of Securities)

038923108

(CUSIP Number)

December 31, 2005

(Date of Event which Requires Filing of this Settlement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- ☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kensington Investment Group, Inc., IRS ID# 68-0309666

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [x]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

5 SOLE VOTING POWER

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

1,220,120

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

1,220,120

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,220,120

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.17%

12 TYPE OF REPORTING PERSON*

IA

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Item 1.

(a) Name of Issuer: Arbor Realty Trust, Inc.

(b) Address of Issuer's Principal Executive Offices:

333 Earle Ovington Blvd.
Suite 900
Uniondale, New York 11553

Item 2.

(a) Name of Person Filing: Kensington Investment Group, Inc.

- (b) Business Address: 4 Orinda Way, Suite 200C, Orinda, CA 94563
- (c) Citizenship: USA
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 038923108

Item 3. Not applicable

Item 4. Ownership

- (a) Amount beneficially owned: 1,220,120 shares of common stock.
- (b) Percent of class: 7.17%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 1,220,120 shares
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 1,220,120 shares
 - (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Shares are owned indirectly by Kensington Investment Group, Inc. in their capacity as general partner and investment advisor to private investment partnerships and as the investment advisor to The Kensington Funds, a Registered Investment Company.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported On By the Parent Holding Company

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

- (a) Not applicable
- (b) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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

and correct.

February 6, 2006

Kensington Investment Group, Inc.

By: /s/ John P. Kramer
John P. Kramer, President