## Edgar Filing: CBL & ASSOCIATES PROPERTIES INC - Form 4

### CBL & ASSOCIATES PROPERTIES INC

Form 4

December 23, 2008

December 23,								OMB A	PPROVAI		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
	Washington, D.C. 20549								3235-0287		
Check this if no longe subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERS SECURITIES							Expires: Estimated a burden hou response	ırs per		
Form 5 obligations may continue. See Instruction 1(b).  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											
(Print or Type Re	esponses)										
1. Name and Ad LANDRESS	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol CBL & ASSOCIATES				5. Relationship of Reporting Person(s) to Issuer					
			ERTIES IN				(Check all applicable)				
(Last) 2030 HAMIL	(Month)	of Earliest Tra Day/Year) 2008	nsaction			Director 10% Owner X Officer (give title Other (specify below)					
SUITE 500		12/22/	2000				Exec \	/P - Manageme	ent		
		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
CHATTANO	OGA, TN 374216	6000					Form filed by N Person	More than One Re	eporting		
(City)	(State) (Zi	ip) Tai	ole I - Non-Do	erivative S	ecurit	ies Acq	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	on Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  (A) or			<b>)</b> )	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	curities Form: Direct eneficially (D) or wned Indirect (I) ellowing (Instr. 4) eported ansaction(s)			
Common Stock	12/22/2008		A	5,689 (1)	A	\$ 0	195,598.31	D (2)			
Common Stock							70,000	I	By Spouse		
Preferred Series C Depositary Shares							800	D			
Preferred Series C							1,080	I	By Spouse		

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Depositary Shares

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

120,480

Stock

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common	(2)					11/02/1002(4)	11/02/2042	Common	120 490

**Reporting Owners** 

(3)

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LANDRESS BEN S 2030 HAMILTON PLACE BLVD., SUITE 500 CHATTANOOGA, TN 374216000

Exec VP - Management

11/03/1993(4) 11/03/2043

# **Signatures**

Units

/s/ Ben S. 12/23/2008 Landress

\*\*Signature of Date Reporting Person

# **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) Compensation increase payable in Common Stock pursuant to the Issuer's Amended and Restated Stock Incentive Plan.
- The Reporting Person owns a limited partnership interest in CBL & Associates Limited Partnership, a Delaware limited partnership, that **(2)** may be exchanged at any time for 120,480 shares of the Issuer's Common Stock (on a one-for-one basis) or cash, at the Issuer's election.

Reporting Owners 2

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- (3) The Common Units are exerciseable on a 1 to 1 ratio with no exercise price.
- (4) Immediately exercisable.

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