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CBL & ASSOCIATES PROPERTIES INC

Form 4

January 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

Persons who respond to the collection of

information contained in this form are not

required to respond unless the form

: 3235-0287 January 31,

Expires: 2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

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

1(b).

(Print or Type Responses)

BALLARD CLAUDE M

1. Name and Address of Reporting Person *

			CBL & ASSOCIATES PROPERTIES INC [CBL]			(Check all applicable)					
(Last) 1421 N. UN	(First) NIVERSITY, #S2	(Middle)	3. Date of (Month/D 01/03/2					X Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Ame	ndment, Da	ate Origina	l		6. Individual o	r Joint/Group F	iling(Check	
Filed(Month/					th/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secur	ities A	cquired, Disposed	l of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year) Execution any	med on Date, if Day/Year)	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/03/2005			A	250 (1)	A	\$0	21,350	D		
Common Stock								7,100	I	By Foundation	
Common Stock								9,000	I	Shares Held By Ltd Partnership	

SEC 1474

(9-02)

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displays a currently valid OMB control

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				C-J- V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting	Owner Name /	Address	Relationships
Kenoi mis	Owner value/	Audress	

Director 10% Owner Officer Other

BALLARD CLAUDE M 1421 N. UNIVERSITY, #S210 X LITTLE ROCK, AR 72207

Signatures

/s/ Ballard, Claude M. 01/04/2005

**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) Grant of restricted Common Stock pursuant to the terms of the Amended and Restated CBL & Associates Properties, Inc. Stock Incentive Plan, as amended.

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.

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