

CAMDEN PROPERTY TRUST

Form 4

January 07, 2015

FORM 4

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

OMB APPROVAL

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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STEWART H MALCOLM

2. Issuer Name and Ticker or Trading Symbol
CAMDEN PROPERTY TRUST [CPT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11 GREENWAY PLAZA, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

HOUSTON, TX 77046

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares of Beneficial Interest	01/05/2015	01/05/2015	M		777 A \$ 10.5125	276,024	D
Common Shares of Beneficial Interest	01/05/2015	01/05/2015	M		280 A \$ 10.975	276,304	D
Common Shares of Beneficial Interest	01/05/2015	01/05/2015	M		933 A \$ 10.725	277,237	D

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Interest

Common Shares of Beneficial Interest	01/05/2015	01/05/2015	M	961	A	\$ 11.38	278,198	D
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Common Shares of Beneficial Interest	01/05/2015	01/05/2015	S	<u>9,628</u> ⁽¹⁾	D	\$ 75.07	268,570	D
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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred RT Shares	\$ 10.5125	01/05/2015	01/05/2015	M	777	<u>(2)</u>	<u>(2)</u>	Common Shares	777	\$ 10.5125
Deferred RT Shares	\$ 10.975	01/05/2015	01/05/2015	M	280	<u>(2)</u>	<u>(2)</u>	Common Shares	280	\$ 10.975
Deferred RT Shares	\$ 10.725	01/05/2015	01/05/2015	M	933	<u>(2)</u>	<u>(2)</u>	Common Shares	933	\$ 10.725
Deferred RT Shares	\$ 11.38	01/05/2015	01/05/2015	M	961	<u>(2)</u>	<u>(2)</u>	Common Shares	961 ⁽¹⁾	\$ 11.38

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEWART H MALCOLM 11 GREENWAY PLAZA SUITE 2400 HOUSTON, TX 77046			Chief Operating Officer	

Signatures

/s/: H. Malcolm
Stewart

01/07/2015

**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) The reporting person's shares are held by the issuer's executive deferred compensation plan for the benefit of the reporting person who, in prior years, elected to receive payment in 2015, pursuant to Internal Revenue Code Section 409A.
- (2) Options to repurchase vest in four or five annual installments and expire thirty years from date of grant. Includes 2,951 options that expire on February 15, 2034.

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.