

CBL & ASSOCIATES PROPERTIES INC
 Form 4/A
 July 23, 2009

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 *
LEBOVITZ MICHAEL I

 (Last) (First) (Middle)
 2030 HAMILTON PLACE BLVD.,
 SUITE 500

 (Street)
 CHATTANOOGA, TN 374216000

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CBL & ASSOCIATES PROPERTIES INC [CBL]

3. Date of Earliest Transaction (Month/Day/Year)
 04/15/2009

4. If Amendment, Date Original Filed (Month/Day/Year)
 06/22/2009

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr VP - Chief Develop Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/15/2009		J	V	387 ⁽¹⁾	A	\$ 3.1
Common Stock	04/15/2009		J	V	158 ⁽¹⁾	A	\$ 3.1
Common Stock	04/15/2009		J	V	19,528.487 ⁽¹⁾	A	\$ 3.1
Common Stock	04/15/2009		J	V	114 ⁽¹⁾	A	\$ 3.1
							8,689.233
							8,847.233
							311,925.9886
							1,830.099
							I
							D ⁽²⁾
							I
							By Trust
							By Trust
							By Spouse

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)	Amount or Number of Shares
Common Units	(3)	04/15/2009		J V	18,306 (4)	(5) 11/03/2043	Common Stock	18,306

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEBOVITZ MICHAEL I
2030 HAMILTON PLACE BLVD., SUITE 500
CHATTANOOGA, TN 374216000

Sr VP - Chief Develop Officer

Signatures

/s/ Michael I. 07/23/2009
Lebovitz

__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) These shares were acquired via a common stock dividend paid on April 15, 2009, to all common stockholders of record on March 13, 2009.
- (2) The Reporting Person owns a limited partnership interest in CBL & Associates Limited Partnership, a Delaware limited partnership, that may be exchanged at any time for an aggregate of 273,932 shares of the Issuer's Common Stock (on a one-for-one basis) or cash, at the Issuer's election.
- (3) The Common Units are exercisable on a 1 to 1 ratio with no exercise price.
- (4) The additional common units were acquired pursuant to a partnership distribution paid on April 15, 2009 to unit holders of record as of March 13, 2009.
- (5) Immediately exercisable.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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