#### CBL & ASSOCIATES PROPERTIES INC

Form 4 July 11, 2008

## FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Estimated average

burden hours per response... 0.5

> 10% Owner Other (specify

subject to Section 16. Form 4 or Form 5 obligations

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

**SECURITIES** 

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Mancuso Mark D Issuer Symbol **CBL & ASSOCIATES** (Check all applicable) PROPERTIES INC [CBL]

(Middle) (First) 3. Date of Earliest Transaction Director X\_ Officer (give title (Month/Day/Year)

2030 HAMILTON PLACE BLVD., SUITE 500

(Street)

07/10/2008

6. Individual or Joint/Group Filing(Check

SVP-Community Center Dev

below)

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

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

#### CHATTANOOGA, TN 374216000

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	07/10/2008		Code V S	Amount 1,300	(D)	Price \$ 20.93	(Instr. 3 and 4) 35,511	D	
Common Stock	07/10/2008		S	800	D	\$ 20.95	34,711	D	
Common Stock	07/10/2008		S	200	D	\$ 20.94	34,511	D	

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 (9-02)required to respond unless the form

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

# displays a currently valid OMB control number.

8. I Der Sec

# 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Units	\$ 0 (1)					11/03/1993	11/03/2043	Common Stock	48,302
Employee Stock Option (Right to Buy) (3)	\$ 12.25					04/29/2000	04/29/2009	Common Stock	18,000
Employee Stock Option (Right to Buy) (3)	\$ 11.8595					05/03/2001	05/03/2010	Common Stock	18,000
Employee Stock Option (Right to Buy) (3)	\$ 13.8375					05/02/2002	05/02/2011	Common Stock	15,000
Employee Stock Option (Right to Buy) (3)	\$ 18.2675					05/07/2003	05/07/2012	Common Stock	15,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships								
and the second of the second o	Director	10% Owner	Officer	Other					

SVP-Community Center Dev

Reporting Owners 2

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

Mancuso Mark D 2030 HAMILTON PLACE BLVD., SUITE 500 CHATTANOOGA, TN 374216000

### **Signatures**

/s/ Mancuso, Mark D. 07/11/2008

\*\*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) The Common Units are exerciseable on a 1 to 1 ratio with no exercise price.
- (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 48,302 shares of the Issuer's Common Stock (on a one-for-one basis) or cash, at the Issuer's election.
- (3) Vests 20% annually over five years on each anniversary date starting on the first exercisable date shown.

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.

Signatures 3