Mancuso Mark D Form 4 May 21, 2009

### FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

response... 0.5

1(b).

(City)

(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 PROPERTIES INC [CBL]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Zip)

Director 10% Owner X\_ Officer (give title Other (specify

(Month/Day/Year) 2030 HAMILTON PLACE BLVD.,

04/15/2009

SVP-Community Center Dev

(Check all applicable)

SUITE 500 (Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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

below)

CHATTANOOGA, TN 374216000

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) (Instr. 8) Owned Ownership or Indirect Following (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Price Amount (D) Common J(1)04/15/2009 2,508.285 \$0  $D^{(2)(3)}$ 36,908.285 Stock

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 displays a currently valid OMB control number.

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

#### Edgar Filing: Mancuso Mark D - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number on f 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<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8<br>I<br>S<br>( |
|---|---|--------------------------------------|---|--|---|--|--------------------|---|--|------------------|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                  |
| Common<br>Units                                     | <u>(4)</u>  | 04/15/2009                           |   | J <u>(5)</u> V                         | 3,459   | <u>(6)</u>   | 11/03/2043         | Common<br>Stock   | 3,459                                  |                  |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

**SVP-Community Center Dev** 

D

## **Signatures**

/s/ Mark D. Mancuso 05/21/2009

\*\*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) 108 shares of the total amount of Common Stock for which direct beneficial ownership is reported are owned by the Reporting Person and the Reporting Person's spouse, as joint tenants.
- Additionally, the Reporting Person owns a limited partnership interest in CBL & Associates Limited Partnership, a Delaware limited (3) partnership, that may be exchanged at any time for 51,761 shares of the Issuer's Common Stock (on a one-for-one basis) or cash, at the Issuer's election.
- (4) The Common Units are exerciseable on a 1 to 1 ratio with no exercise price.
- (5) The additional common units were acquired pursuant to a partnerership distribution paid on April 15, 2009 to unit holders of record as of March 13, 2009.
- (6) 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.

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