Mancuso Mark D Form 3 January 09, 2006

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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on

response... 0.5

(Print or Type Responses)

Common Stock

Common Stock

1. Name and Address of Reporting Person * 2. Date of Event 3. Issuer Name and Ticker or Trading Symbol Requiring Statement Mancuso Mark D CBL & ASSOCIATES PROPERTIES INC [CBL] (Month/Day/Year) (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original 01/01/2006 Person(s) to Issuer Filed(Month/Day/Year) 2030 HAMILTON PLACE BLVD., (Check all applicable) **SUITE 500** (Street) 6. Individual or Joint/Group Director 10% Owner Filing(Check Applicable Line) X Officer Other _X_ Form filed by One Reporting (give title below) (specify below) Person CHATTANOOGA. TNÂ 374216000 **SVP-Community Center Dev** _ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I)

16,270 (1)

4.000 (3)

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

SEC 1473 (7-02)

(Instr. 5)

 $D^{(2)}$

Ι

By Family Trust

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy) (4)	04/30/1997	04/30/2006	Common Stock	18,000	\$ 10.25	D	Â
Employee Stock Option (Right to Buy) (4)	04/30/1998	04/30/2007	Common Stock	36,000	\$ 11.813	D	Â
Employee Stock Option (Right to Buy) (4)	04/29/1999	04/29/2008	Common Stock	18,000	\$ 12.047	D	Â
Employee Stock Option (Right to Buy) (4)	04/29/2000	04/29/2009	Common Stock	18,000	\$ 12.25	D	Â
Employee Stock Option (Right to Buy) (4)	05/03/2001	05/03/2010	Common Stock	18,000	\$ 11.86	D	Â
Employee Stock Option (Right to Buy) (4)	05/02/2002	05/02/2011	Common Stock	15,000	\$ 13.838	D	Â
Employee Stock Option (Right to Buy) (4)	05/07/2003	05/07/2012	Common Stock	15,000	\$ 18.268	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Mancuso Mark D 2030 HAMILTON PLACE BLVD., SUITE 500 CHATTANOOGA Â TNÂ 374216000	Â	Â	SVP-Community Center Dev	Â	

Signatures

/s/ Mancuso, Mark D. 01/09/2006

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Additionally, the Reporting Person owns a limited partnership interest in CBL & Associates Limited Partnership, a Delaware limited (1) 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.
- (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.
- The shares are held by the Leonard Mancuso Trust under which (i) the Reporting Person and the Reporting Person's sibling are the (3) Co-Trustees, (ii) the Reporting Person and the Reporting Person's sibling are the sole beneficiaries, and (iii) the Reporting Person disclaims beneficial ownership of the shares held by the Trust in excess of his 50% pecuniary interest therein.
- (4) 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.

Reporting Owners 2

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