Edgar Filing: MAY CHARLES H II - Form 4

MAY CHAR	LES H II												
Form 4 February 06,	2008												
									OMB APPROVAL				
	UNITE	CD STATES	OMB Number:	3235-0287									
Check this if no longe subject to Section 16 Form 4 or	er STAT 6.	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									January 31, 2005 verage rs per 0.5		
Form 5 obligatior may conti <i>See</i> Instru 1(b).	^{is} Section	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											
(Print or Type R	lesponses)												
1. Name and Address of Reporting Person <u>*</u> MAY CHARLES H II			2. Issuer Name and Ticker or Trading Symbol CBL & ASSOCIATES						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			PROPERTIES INC [CBL]						(Check				
(Last) 2030 HAMI SUITE 500	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2008					Director 10% Owner X_ Officer (give title Other (specify below) below) Senior VP - Development							
					mendment, Date Original Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHATTAN	DOGA, TN 3'	74216000							Form filed by M Person	lore than One Re	porting		
(City)	(State)	(Zip)	Tabl	e I - Non	-De	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction l (Month/Day/Ye	ear) Executio any	med on Date, if Day/Year)	3. Transac Code (Instr. 8		4. Securit n(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A)	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	01/15/2008				v V	Amount 9.2878 (1)	or (D) A	Price \$ 22.6	(Instr. 3 and 4) 7,243.7178	D			
Common Stock									280	I	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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address			Relationships			
Formage of the second second second	Director	10% Owner	Officer	Other		
MAY CHARLES H II 2030 HAMILTON PLACE BLVD., SUITE 500 CHATTANOOGA, TN 374216000			Senior VP - Development			
Signatures						

/s/ May, II, Charles H. 02/05/2008

<u>**</u>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) These shares were acquired via the Company's Dividend Reinvestment Plan.

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.