

Mancuso Mark D
Form 3
January 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *
Mancuso Mark D

(Last) (First) (Middle)

2030 HAMILTON PLACE BLVD.,
SUITE 500

(Street)

CHATTANOOGA, TN 374216000

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
01/01/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
SVP-Community Center Dev

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

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	16,270 ⁽¹⁾	D ⁽²⁾	M
Common Stock	4,000 ⁽³⁾	I	By Family Trust

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

SEC 1473 (7-02)

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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)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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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, TN 374216000	Â	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 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.

(1) 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 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.

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