Edgar Filing: CBL & ASSOCIATES PROPERTIES INC - Form 4/A

CBL & ASSOCIATES PROPERTIES INC

Form 4/A May 23, 2005

FORM 4

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

OMB APPROVAL OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Per LEBOVITZ CHARLES B	son * 2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	CBL & ASSOCIATES PROPERTIES INC [CBL]	(Check all applicable)		
(Last) (First) (Mid	dle) 3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director _X_ 10% Owner _X_ Officer (give titleOther (specify below)		
2030 HAMILTON PLACE BL SUITE 500	VD., 03/31/2005	below) Chairman and CEO		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line)		
CHATTANOOGA, TN 374216	04/01/2005 000	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zi	Table I - Non-Derivative Securities	Acquired, Disposed of, or Beneficially Own		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secui	rities A	cquired, Dispose	d of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	(A) of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/31/2005		A	404 <u>(1)</u>	` /	\$ 0	163,587.39 (2)	D	
Common Stock							1,492,839	I	By Corporation
Common Stock							3,969.62 <u>(3)</u>	I	By Spouse
Common Stock							14,116.07 (3)	I	By Trust

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

Edgar Filing: CBL & ASSOCIATES PROPERTIES INC - Form 4/A

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	9
Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	te	Amou	ınt of	Derivative	Ι
or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	S
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	E
Derivative				Securities			(Instr.	3 and 4)		(
Security				Acquired						F
				(A) or						F
				Disposed						7
				of (D)						(
				(Instr. 3,						
				4, and 5)						
								Amount		
						*	Title			
					Exercisable	Date				
			Code V	(A) (D)				Shares		
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise any Code of Price of Privative Security Execution Date, if any Code of (Instr. 8) Derivative Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Code of (Month/Day/Year) Derivative Security Security Security Expiration Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion of Exercise any Execution Date, if any Code of (Month/Day/Year) Price of Privative Security Code of (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration Date Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Under Security Code of (Month/Day/Year) Under Securities (Instr. 8) Derivative Securities (Instr. 8) Date Expiration Date Date Title	Conversion of Exercise any Code of (Month/Day/Year) any (Month/Day/Year) (Instr. 8) Derivative Securities Derivative Security Securities Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amount of (Month/Day/Year) (Instr. 3, 4, and 5) Amount of (Month/Day/Year) (Instr. 8) Derivative Securities Code of (Month/Day/Year) (Instr. 8) Derivative Securities Securities (Instr. 3 and 4) Amount of (Month/Day/Year) (Instr. 3, 4, and 5)	Conversion or Exercise Price of Derivative Price of Security (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Security (Instr. 8) Derivative Securities Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) (Instr. 5) Date Expiration Date (Month/Day/Year) (Instr. 5) Date Expiration Date (Month/Day/Year) (Instr. 5) Date Expiration Date (Instr. 5) Date Date Or Number Of (D) (Instr. 3, 4, and 5)

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
LEBOVITZ CHARLES B 2030 HAMILTON PLACE BLVD., SUITE 500 CHATTANOOGA TN 374216000	X	X	Chairman and CEO			

Signatures

/s/ Lebovitz, Charles B.	04/01/2005		
**Signature of Reporting	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) Compensation increase payable in Common Stock pursuant to the Issuer's Amended and Restated Stock Incentive Plan.
- The Reporting Person owns a limited partnership interest in CBL & Associates Limited Partnership, a Delaware limited partnership (the Operating Partnership), that, together with the partnership interests of other limited partners in the Operating Partnership which are controlled by the Reporting Person, may be exchanged at any time for an aggregate of 7,871,654 shares of the Issuer's Common Stock (on a one-for-one basis) or cash, at the Issuer's election.
- (3) Includes shares of the Issuer acquired under 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.

Reporting Owners 2

of 9. Nu ve Deriv Secur Bene Own Follo

Owner Follo Repo Trans (Instr