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CBL & ASSOCIATES PROPERTIES INC

Form 4

Shares

February 16, 2016

1 Columny 10, 2	2010										
FORM	4							OMB APPROVAL			
Washington, D.C. 20549							OMB Number:	3235-0287			
Check this if no longe	r		<u> </u>					Expires:	January 31, 2005		
subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNI SECURITIES							Estimated average burden hours per response 0.5			
Form 5 obligations may contin See Instruction.	iue. Section 17(a) of t		ity Holdi	ng Comp	any 1	Act of	1935 or Section	1			
(Print or Type Re	esponses)										
1. Name and Ad STEPHAS A	Symbol	·				5. Relationship of Reporting Person(s) to Issuer					
			CBL & ASSOCIATES PROPERTIES INC [CBL]					(Check all applicable)			
(Last)	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner Other (specify				
2030 HAMIL SUITE 500	TON PLACE BLVD		•				below) Exec	below) c VP & COO			
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CHATTANO	OGA, TN 374216000)					Form filed by M Person				
(City)	(State) (Zip)	Table	I - Non-De	rivative Se	curiti	es Acq	uired, Disposed of,	, or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	any	ecution Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				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	02/12/2016		Code V A	Amount 20,305	(D)	Price \$ 0	91,751.1277	D (2)			
Stock	02/12/2010		Α	<u>(1)</u>	А	ψU	91,731.1277	<u> </u>			
Preferred Series D Depositary Shares							2,162	D			
Preferred Series E Depositary							1,600	D			

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Preferred Series E Depositary Shares

195

 $I^{(3)}$

By Spouse

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

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

SEC 1474 (9-02)

Stock

number.

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, e	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common	<u>(4)</u>				(5)	11/03/2043	Common	55,340	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
STEPHAS AUGUSTUS N			Exec			
2030 HAMILTON PLACE BLVD., SUITE 500			VP &			
CHATTANOOGA, TN 374216000			COO			

Signatures

Units

/s/ Jeffery V. Curry, Attorney-In-Fact for Augustus N. Stephas

02/16/2016

**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) Grant of restricted Common Stock pursuant to the terms of the CBL & Associates Properties, Inc. 2012 Stock Incentive Plan, as amended.

Reporting Owners 2

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- Additionally, the Reporting Person owns a limited partnership interest in CBL & Associates Limited Partnership, a Delaware limited
- (2) partnership, that may be exchanged at any time for 55,340 shares of the Issuer's Common Stock (on a one-for-one basis) or cash, at the Issuer's election.
- (3) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) The Common Units are exerciseable on a 1 to 1 ratio with no exercise price.
- (5) 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.