Edgar Filing: CBL & ASSOCIATES PROPERTIES INC - Form 4

CBL & ASSOCIATES PROPERTIES INC

Form 4 May 18, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN 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

may continue. See Instruction

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Mancuso Mark D

2. Issuer Name and Ticker or Trading

Symbol

CBL & ASSOCIATES PROPERTIES INC [CBL]

(Middle) (Last) (First) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 05/18/2006

2030 HAMILTON PLACE BLVD., SUITE 500

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner Other (specify

X_ Officer (give title below)

SVP-Community Center Dev

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CHATTANOOGA, TN 374216000

(State)

(City)	(511110)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			r	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					()		Reported			
					(A)		Transaction(s)			
			Code V	Amazzat	or (D)	Derica	(Instr. 3 and 4)			
C			Code V	Amount	(D)	Price				
Common Stock	05/18/2006		A	3,000 (1)	A	\$0	19,270	D		
Common Stock							4,000	I (2)	By Family Trust	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and Amount o Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy) (3)	\$ 10.25					04/30/1997	04/30/2006	Common Stock	18,000	
Employee Stock Option (Right to Buy) (3)	\$ 11.812					04/30/1998	04/30/2007	Common Stock	36,000	
Employee Stock Option (Right to Buy) (3)	\$ 12.047					04/29/1999	04/29/2008	Common Stock	18,000	
Employee Stock Option (Right to Buy) (3)	\$ 12.25					04/29/2000	04/29/2009	Common Stock	18,000	
Employee Stock Option (Right to Buy) (3)	\$ 11.86					05/03/2001	05/03/2010	Common Stock	18,000	
Employee Stock Option (Right to Buy) (3)	\$ 13.838					05/02/2002	05/02/2011	Common Stock	15,000	
Employee Stock	\$ 18.268					05/07/2003	05/07/2012	Common Stock	15,000	

Option (Right to Buy) (3)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mancuso Mark D 2030 HAMILTON PLACE BLVD., SUITE 500 CHATTANOOGA, TN 374216000

SVP-Community Center Dev

Signatures

/s/ Mancuso, Mark D. 05/18/2006

**Signature of Date
Reporting Person

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 Amended and Restated CBL & Associates Properties, Inc. Stock Incentive Plan, as amended.
 - The shares are held by the Leonard Mancuso Trust under which (i) the Reporting Person and the Reporting Person's sibling are the
- (2) 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.
- (3) 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. 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.

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