

LEBOVITZ CHARLES B
Form 4/A
September 07, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEBOVITZ CHARLES B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

2030 HAMILTON PLACE BLVD.,
SUITE 500

07/13/2007

Chairman and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
07/31/2007

6. Individual or Joint/Group Filing(Check Applicable Line)

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

CHATTANOOGA, TN 374216000

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------|---|----------------|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 07/13/2007 | | J | V | 270.87 (1) | A | \$ 0 | 222,278.056 | D | |
| Common Stock | 07/13/2007 | | J | V | 123.76 (2) | A | \$ 35.82 | 8,901.147 | I | By Spouse |
| Common Stock | 07/13/2007 | | J | V | 123.76 (2) | A | \$ 35.82 | 30,032.374 | I | By Trust |
| Common Stock | 07/13/2007 | | J | V | 123.76 (2) | A | \$ 35.82 | 30,156.134 | I | By Trust |
| Common Stock | | | | | | | | 2,985,678 | I | By Corporation |

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

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(9-02)

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and 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 Units | \$ 0 ⁽³⁾ | | | | | 11/03/1993 | 11/03/2043 | Common Stock | 15,840,424 |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$ 12.047 | | | | | 04/29/1999 | 04/29/2008 | Common Stock | 30,000 |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$ 12.25 | | | | | 04/29/2000 | 04/29/2009 | Common Stock | 32,000 |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$ 11.8595 | | | | | 05/03/2001 | 05/03/2010 | Common Stock | 32,000 |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$ 13.8375 | | | | | 05/02/2002 | 05/02/2011 | Common Stock | 32,000 |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$ 18.2675 | | | | | 05/07/2003 | 05/07/2012 | Common Stock | 32,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | 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. 07/27/2007

 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) Includes 178.37 shares acquired on July 14, 2006 via the Company's Dividend Reinvestment Plan that were recently posted to the Reporting Person's account.
- (2) These shares were acquired via the Company's Dividend Reinvestment Plan.
- (3) The Common Units are exercisable on a 1 to 1 ratio with no exercise price.

- 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 15,840,424 shares of the Issuer's Common Stock (on a one-for-one basis) or cash, at the Issuer's election.
- (5) 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.