Mancuso Mark D Form 4 February 08, 2008

## 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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

Common

(Print or Type Responses)

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

(Zip)

CBL & ASSOCIATES PROPERTIES INC [CBL]

(Last) (First) (Middle)

2030 HAMILTON PLACE BLVD., SUITE 500

(Street)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

(Month/Day/Year) 02/06/2008

4. If Amendment, Date Original

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

Issuer

below)

Director

Applicable Line)

X\_ Officer (give title

Person

CHATTANOOGA, TN 374216000 (State)

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 1.500 02/06/2008 \$0 A A 23,847 D (1) Stock

Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

4,000

1

By Family

Trust

(9-02)

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

0.5

burden hours per response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

SVP-Community Center Dev

6. Individual or Joint/Group Filing(Check

 $I^{(2)}$ 

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

10% Owner

Other (specify

### Edgar Filing: Mancuso Mark D - Form 4

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

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. Transactio Code (Instr. 8)	5. DiNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		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) (5)	\$ 13.8375					05/02/2002	05/02/2011	Common Stock	15,000	
Employee Stock Option (Right to Buy) (5)	\$ 18.2675					05/07/2003	05/07/2012	Common Stock	15,000	
Common Units	\$ 0 (3)					11/03/1993	11/03/2043	Common Stock	48,302	
Employee Stock Option (Right to Buy) (5)	\$ 11.8125					04/30/1998	04/30/2007	Common Stock	36,000	
Employee Stock Option (Right to Buy) (5)	\$ 12.047					04/29/1999	04/29/2008	Common Stock	13,500	
Employee Stock Option (Right to Buy) (5)	\$ 12.25					04/29/2000	04/29/2009	Common Stock	18,000	
Employee Stock Option (Right to Buy) (5)	\$ 11.8595					05/03/2001	05/03/2010	Common Stock	18,000	

### **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. 02/08/2008

\*\*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 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) The Common Units are exerciseable on a 1 to 1 ratio with no exercise price.
- (4) 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.
- (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.

Reporting Owners 3