

LEBOVITZ STEPHEN D
Form 5/A
March 21, 2019

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LEBOVITZ STEPHEN D

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

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

2030 HAMILTON PLACE BLVD.,
SUITE 500

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/14/2019

6. Individual or Joint/Group Reporting

(check applicable line)

CHATTANOOGA, TN 374216000

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|--------------|-----------------------|--|--|---|
| | | | | (A) Amount | or (D) Price | | | | |
| Common Stock | 01/10/2017 | Â | J4 | 3,129 | A \$ 0 | 31,818 ⁽¹⁾ | I ⁽²⁾ | By Trust | |
| Common Stock | 04/09/2018 | Â | J4 | 16,306 | A \$ 0 | 31,818 ⁽³⁾ | I ⁽²⁾ | By Trust | |
| Common Stock | 04/12/2018 | Â | J4 | 2,000 | A \$ 0 | 31,818 ⁽³⁾ | I ⁽²⁾ | By Trust | |
| Common Stock | Â | Â | Â | Â | Â Â | 1,150 | I ⁽²⁾ | By Spouse | |

Common Stock Â Â Â Â Â 1,507,224.91 D ⁽⁴⁾ Â

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

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SEC 2270 (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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E I S F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| (A) (D) | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEBOVITZ STEPHEN D
2030 HAMILTON PLACE BLVD., SUITE 500 Â X Â Â CEO Â
CHATTANOOGA, TN 374216000

Signatures

/s/ Jeffery V. Curry, attorney-in-fact for Stephen D. Lebovitz

03/20/2019

__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) The shares were transferred from one trust for the benefit of the Reporting Person's daughter, with the daughter's grandfather serving as Trustee, into a Trust for the benefit of the Reporting Person's daughter, with the Reporting Person serving as Trustee of such Trust.
- (2) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) The Reporting Person's adult son deposited shares which the son owned into a Trust for the benefit of himself (the adult son), with the Reporting Person serving as Trustee of such Trust.

(4) Additionally, 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 an aggregate of 480,297 shares of the Issuer's Common Stock (on a one-for-one basis) or cash, at the Issuer's election.

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