

CBL & ASSOCIATES PROPERTIES INC  
 Form 4  
 October 03, 2007

**FORM 4**

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).

**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 \*  
 FOY JOHN N

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)  
 2030 HAMILTON PLACE BLVD., SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)  
 09/28/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice Chair, CFO and Treasurer

(Street)  
 CHATTANOOGA, TN 374216000

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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 Stock                    | 09/28/2007                           |  | A                              | (A)<br>or<br>(D)<br>A   | \$ 1,320<br>(1)<br>599,101.595<br>(2)   | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,456   | I  | By Family Trust                                       |
| Common Stock                    |                                      |  |                                |   | 26,640  | I  | By Partnership  |

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**

SEC 1474  
 (9-02)

displays a currently valid OMB control 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) | 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. D         |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Common Units  | \$ 0 <sup>(3)</sup>                                    |                                      |  |                                |   | 11/03/1993   | 11/03/2043  | Common Stock | 378,482                    |
| Employee Stock Option (Right to Buy)                | \$ 12.2812   |                                      |  |                                |   | 02/01/1999   | 02/01/2009  | Common Stock | 50,000                     |
| Employee Stock Option (Right to Buy) <sup>(4)</sup> | \$ 12.25   |                                      |  |                                |   | 04/29/2000   | 04/29/2009  | Common Stock | 32,000                     |
| Employee Stock Option (Right to Buy) <sup>(4)</sup> | \$ 11.8595   |                                      |  |                                |   | 05/03/2001   | 05/03/2010  | Common Stock | 32,000                     |
| Employee Stock Option (Right to Buy) <sup>(4)</sup> | \$ 13.8375   |                                      |  |                                |   | 05/02/2002   | 05/02/2011  | Common Stock | 32,000                     |
| Employee Stock Option (Right to Buy) <sup>(4)</sup> | \$ 18.2675   |                                      |  |                                |   | 05/07/2003   | 05/07/2012  | Common Stock | 32,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| FOY JOHN N<br>2030 HAMILTON PLACE BLVD., SUITE 500<br>CHATTANOOGA, TN 374216000 | X             |           | Vice Chair, CFO and Treasurer |       |

## Signatures

/s/ Foy, John N.                      10/01/2007

\_\_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) Compensation increase payable in Common Stock pursuant to the Issuer's Amended and Restated Stock Incentive Plan.
- (2) 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 378,482 shares of the Issuer's Common Stock (on a one-for-one basis) or cash, at the Issuer's election.
- (3) The Common Units are exercisable on a 1 to 1 ratio with no exercise price.
- (4) 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.

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