

CAMDEN PROPERTY TRUST
Form 4
January 07, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Jessett Alexander J.

2. Issuer Name and Ticker or Trading Symbol
CAMDEN PROPERTY TRUST [CPT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11 GREENWAY PLAZA, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Finance & CFO

(Street)
HOUSTON, TX 77046

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Shares | 01/05/2016 | 01/05/2016 | M | 439 | A \$ 11.38 | 56,980 | D |
| Common Shares | 01/05/2016 | 01/05/2016 | M | 1,760 | A \$ 10.995 | 58,740 | D |
| Common Shares | 01/05/2016 | 01/05/2016 | S | 1,021 (1) | D \$ 76.86 | 57,719 | D |
| Common Shares | 01/05/2016 | 01/05/2016 | S | 4,005 (1) | D \$ 76.92 | 54,476 (2) | D |

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

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SEC 1474
(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 or Value of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Deferred RT Shares | \$ 11.38 | 01/05/2016 | 01/05/2016 | M | 439 | (3) (3) | Common Shares | 439 \$ 11.38 |
| Deferred RT Shares | \$ 10.995 | 01/05/2016 | 01/05/2016 | M | 1,760 | (3) (3) | Common Shares | 1,760 \$ 10.995 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jessett Alexander J. 11 GREENWAY PLAZA SUITE 2400 HOUSTON, TX 77046 | | | EVP - Finance & CFO | |

Signatures

/s/ Alexander J. Jessett 01/07/2016

**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).

The reporting person's shares are held by the issuer's executive deferred compensation plan for the benefit of the reporting person who, in (1) prior years, elected to receive a distribution of shares in 2016, pursuant to Internal Revenue Code Section 409A. The reporting person sold shares to satisfy tax withholding obligations in connection with the scheduled distribution.

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- (2) Includes 762 shares acquired through the Issuer's Employee Share Purchase Plan.
- (3) Options to repurchase vest in four or five annual installments and expire thirty years from date of grant. Includes 1,020, 859 and 320 options that vested on February 15, 2007, 2008 and 2009, respectively.

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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