

Mancuso Mark D  
Form 4  
February 08, 2008

**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 \*  
Mancuso Mark 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. Date of Earliest Transaction  
(Month/Day/Year)

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

SVP-Community Center Dev

2030 HAMILTON PLACE BLVD.,  
SUITE 500

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

(Street)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 02/06/2008                           |  | A                              | (A)<br>1,500<br>(1)   | \$ 0 23,847   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 4,000   | I (2)  | By Family Trust                   |

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

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(9-02)

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**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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 13.8375   |                                      |  |                                |   | 05/02/2002 05/02/2011                                    | Common Stock  | 15,000                        |
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 18.2675   |                                      |  |                                |   | 05/07/2003 05/07/2012                                    | Common Stock  | 15,000                        |
| Common Units  | \$ 0 <sup>(3)</sup>                                    |                                      |  |                                |   | 11/03/1993 11/03/2043                                    | Common Stock  | 48,302                        |
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 11.8125   |                                      |  |                                |   | 04/30/1998 04/30/2007                                    | Common Stock  | 36,000                        |
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 12.047  |                                      |  |                                |   | 04/29/1999 04/29/2008                                    | Common Stock  | 13,500                        |
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 12.25   |                                      |  |                                |   | 04/29/2000 04/29/2009                                    | Common Stock  | 18,000                        |
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 11.8595   |                                      |  |                                |   | 05/03/2001 05/03/2010                                    | Common Stock  | 18,000                        |

