

CBL & ASSOCIATES PROPERTIES INC
 Form 4/A
 January 14, 2016

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 *
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)
 2030 HAMILTON PLACE BLVD.,
 SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
 07/16/2015

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

(Street)
 CHATTANOOGA, TN 374216000

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/28/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 07/16/2015 | | J | V 247.742 (1) | \$ 16.5395 | 31,459.258 | I (2) (3) UGMA/UTMA Cust for Sons |
| Common Stock | 07/16/2015 | | J | V 247.742 (1) | \$ 16.5395 | 31,707 | I (2) (3) UGMA/UTMA Cust for Sons |
| Common Stock | | | | | | 813,526.91 | D (4) |
| Common Stock | | | | | | 1,150 | I (2) By Spouse |
| Common Stock | | | | | | 10,383.452 | I (2) (5) By Trust |

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

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(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 Number of Shares (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Common Units | (6) | | | | | (7) 11/03/2043 | Common Stock 480,297 | |
| Common Units | (8) | | | | | (7) 11/03/2043 | Common Stock 49,365 | |
| Common Units | (8) | | | | | (7) 11/03/2043 | Common Stock 9,650 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEBOVITZ STEPHEN D 2030 HAMILTON PLACE BLVD., SUITE 500 CHATTANOOGA, TN 374216000 | X | | President and CEO | |

Signatures

/s/ Stephen D. Lebovitz 01/14/2015

**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 acquired via the Company's Dividend Reinvestment Plan.

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- (2) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) Prior Form 4s filed on behalf of the Reporting Person incorrectly identified the securities as held by Trust. The securities are held by the Reporting Person as Custodian UGMA/UTMA for the benefit of his sons.
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.
- (5) Includes an additional 1,461 shares of Common Stock of the Issuer due to cumulative prior errors in reporting the number of shares accumulated in brokerage accounts owned by Trusts for the benefit of the Reporting Person's sons.
- (6) The Common Units are exercisable on a 1 to 1 ratio with no exercise price.
- (7) Immediately exercisable.
- (8) The Common units are exercisable on a 1 to 1 ratio with no exercise price.

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.