

LEBOVITZ CHARLES B
Form 4/A
February 13, 2013

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 CHARLES B

(Last) (First) (Middle)

2030 HAMILTON PLACE BLVD.,
SUITE 500

(Street)

CHATTANOOGA, TN 374216000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**CBL & ASSOCIATES
PROPERTIES INC [CBL]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
01/16/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					634,068.387	D ⁽¹⁾	
Common Stock					1,262,105.764	I ⁽²⁾	By Corporation
Common Stock					14,388.911	I ⁽²⁾	By Spouse
Common Stock					45,726.1228	I ⁽²⁾	By Trust

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Units	(3)	12/27/2012		G	V 9,650 (4)	(5) 11/23/2043		Common Stock	9,650
Common Units	(3)	12/27/2012		G	V 7,431 (4)	(5) 11/23/2043		Common Stock	7,431
Common Units	(3)					(5) 11/03/2043		Common Stock	756,350
Common Units	(3)					(5) 11/03/2043		Common Stock	15,729,37
Common Units	(3)					(5) 11/03/2043		Common Stock	489,071

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEBOVITZ CHARLES B 2030 HAMILTON PLACE BLVD., SUITE 500 CHATTANOOGA, TN 374216000	X	X	Chairman of the Board	

Signatures

/s/ Charles B. Lebovitz 02/13/2013

**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).

- Additionally, the Reporting Person owns, directly or indirectly, limited partnership interests in CBL & Associates Limited Partnership, a Delaware limited partnership (the Operating Partnership), that, together with the partnership interests of other limited partners in the Operating Partnership which are controlled by the Reporting Person, may be exchanged at any time for an aggregate of 16,991,880 shares of the Issuer's Common Stock (on a one-for-one basis) or cash, at the Issuer's election.
- (1) Operating Partnership which are controlled by the Reporting Person, may be exchanged at any time for an aggregate of 16,991,880 shares of the Issuer's Common Stock (on a one-for-one basis) or cash, at the Issuer's election.
 - (2) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (3) The Common Units are exercisable on a 1 to 1 ratio with no exercise price.
 - (4) Gifts to Trusts f/b/o grandchildren of the Reporting Person, for which the Reporting Person serves as Trustee.
 - (5) Immediately exercisable.
 - (6) Includes 15,520,703 Common Units owned directly by CBL & Associates, Inc., a corporation controlled by the Reporting Person, and 208,675 Common Units owned by four general partnerships controlled by CBL & Associates, Inc.
 - (7) Common Units owned by College Station Associates, a general partnership controlled by the Reporting Person.

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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