

CAMDEN PROPERTY TRUST
Form 4
October 04, 2012

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 *
STEWART H MALCOLM

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)
3 GREENWAY PLAZA, SUITE 1300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

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 Ownership (Instr. 4) | | |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|
| | | | Code | V | Amount | (D) | Price | | |
| Common Shares of Beneficial Interest | 10/02/2012 | 10/02/2012 | M | | 8,357 | A | \$ 10.5125 | 271,677 | D |
| Common Shares of Beneficial Interest | 10/02/2012 | 10/02/2012 | M | | 1,252 | A | \$ 10.975 | 272,929 | D |
| Common Shares of Beneficial Interest | 10/02/2012 | 10/02/2012 | M | | 1,604 | A | \$ 10.725 | 274,533 | D |

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Interest

| | | | | | | | | |
|--------------------------------------|------------|------------|---|-----|---|----------|---------|---|
| Common Shares of Beneficial Interest | 10/02/2012 | 10/02/2012 | M | 961 | A | \$ 11.38 | 275,494 | D |
|--------------------------------------|------------|------------|---|-----|---|----------|---------|---|

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 displays a currently valid OMB control number.

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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|------------|---|-------------------------------|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |
| Deferred RT Shares | (1) | 10/02/2012 | 10/02/2012 | M | 8,357 | 02/15/2005 | 02/15/2035 | Common Shares | 8,357 |
| Deferred RT Shares | (1) | 10/02/2012 | 10/02/2012 | M | 1,252 | 02/15/2005 | 02/15/2035 | Common Shares | 1,252 |
| Deferred RT Shares | (1) | 10/02/2012 | 10/02/2012 | M | 1,604 | 02/15/2005 | 02/15/2035 | Common Shares | 1,604 |
| Deferred RT Shares | (1) | 10/02/2012 | 10/02/2012 | M | 961 | 02/15/2005 | 02/15/2035 | Common Shares | 961 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEWART H MALCOLM 3 GREENWAY PLAZA | | | Chief Operating Officer | |

SUITE 1300
HOUSTON, TX 77046

Signatures

/s/ H. Malcolm
Stewart

10/04/2012

**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).

Granted by the committee appointed in accordance with the provisions of the Company's Rabbi Trust, options represent the right to
(1) purchase shares at a price equal to 25% of the market value of the shares at date of grant. Options vested in five equal installments between 1998 and 2004 and expire 30 years from the date of vesting.

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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