Grody Howard B. Form 4 December 01, 2009

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

OMB 3235-0287 Number:

Check this box

January 31, Expires: 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Grody Howard B.

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)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 12/01/2009

10% Owner Director X_ Officer (give title Other (specify

2030 HAMILTON PLACE BLVD., SUITE 500

(Street)

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Sr. VP - Leasing

Applicable Line)

X 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

below)

CHATTANOOGA, TN 374216000

(State)

		140	Table 1 Troil Bettvative Securities Required, Disposed of, of Beneficiary Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	Acquired	5. Amount of	6.	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transacti	on(A) or Dispos	ed of (D)	Securities	Ownership	Indirect			
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial			
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership			
						Following	or Indirect	(Instr. 4)			
				()		Reported	(I)				
				(A))	Transaction(s)	(Instr. 4)				
			C 1 17	or	. D.	(Instr. 3 and 4)					
			Code V	Amount (D)							
Common Stock	12/01/2009		J V	$\frac{10.79}{\frac{(1)}{}}$ A	\$ 9.2679	12,828.9786	D				

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title at Amount of		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(monda, Day, Teal)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/	onth/Day/Year)		ng	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	nount umber uares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Grody Howard B. 2030 HAMILTON PLACE BLVD., SUITE 500 CHATTANOOGA, TN 374216000

Sr. VP - Leasing

Signatures

Reporting Person

/s/ Howard B.
Grody

**Signature of 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 Employee Stock Purchase Plan.

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.

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