

CBL & ASSOCIATES PROPERTIES INC
 Form 4
 August 25, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
TINGLE ROBERT STEPHEN

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)
08/25/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr VP - Development

2030 HAMILTON PLACE BLVD., SUITE 500

(Street)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	08/25/2005		G ⁽¹⁾	V 20 D \$ 0 15,004 ⁽²⁾		D	
Common Stock	08/25/2005		G ⁽¹⁾	V 20 A \$ 0 40		I	By wife as UGMA custodian for daughters
Preferred Series D Depository Shares					2,000	D	

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

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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 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) ⁽³⁾	\$ 12.25					04/29/2000 04/29/2009	Common Stock	3,600
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 11.86					05/03/2001 05/03/2010	Common Stock	7,200
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 13.838					05/02/2002 05/02/2011	Common Stock	10,800
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 18.268					05/07/2003 05/07/2012	Common Stock	14,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TINGLE ROBERT STEPHEN
2030 HAMILTON PLACE BLVD., SUITE 500
CHATTANOOGA, TN 374216000

Sr VP - Development

Signatures

/s/ Tingle, Robert
Stephen

08/25/2005

**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).
Transfer to wife as custodian for her children under the Uniform Gifts to Minors Act. The reporting person disclaims beneficial
- (1) ownership of these shares, and this report will not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
 - (2) Reported totals reflect the Company's 2-for-1 stock split, effective June 15, 2005.
 - (3) Vests 20% annually over five years on each anniversary date starting on the first exercisable date shown.

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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