

CAMDEN PROPERTY TRUST
Form 4
October 04, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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**

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

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Chief Operating Officer

(Street)
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 Indirect Beneficial Ownership (Instr. 4)
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	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.

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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 (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
Deferred RT Shares	<u>(1)</u>	10/02/2012	10/02/2012	M	8,357	02/15/2005 02/15/2035	Common Shares	8,357
Deferred RT Shares	<u>(1)</u>	10/02/2012	10/02/2012	M	1,252	02/15/2005 02/15/2035	Common Shares	1,252
Deferred RT Shares	<u>(1)</u>	10/02/2012	10/02/2012	M	1,604	02/15/2005 02/15/2035	Common Shares	1,604
Deferred RT Shares	<u>(1)</u>	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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