

CAMDEN PROPERTY TRUST

Form 4

February 10, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAMPO RICHARD J

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)
11 GREENWAY PLAZA, SUITE
2400

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares of Beneficial Interest	02/06/2014	02/06/2014	M		52,029	A	\$ 45.53	430,042	D	
Common Shares of Beneficial Interest	02/06/2014	02/06/2014	F		36,585	D	\$ 64.75	393,457	D	
Common Shares of Beneficial	02/06/2014	02/06/2014	A		965 <u>(1)</u>	A	\$ 0	394,422	D	

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Interest

Common

Shares of
Beneficial

Interest

02/06/2014

02/06/2014

A

4,054
(2)

A

\$ 0

395,521 (3)

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 45.53	02/06/2014	02/06/2014	M			52,029	02/15/2006	02/02/2015	Common Shares	52,029
Options	\$ 64.75	02/06/2014	02/06/2014	A		36,585		02/06/2014	02/02/2015	Common Shares	36,585

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CAMPO RICHARD J 11 GREENWAY PLAZA SUITE 2400 HOUSTON, TX 77046	X Chairman and CEO

Signatures

/s/: Richard J.
Campo

02/10/2014

**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).

(1) The shares vest 10% on each of February 6, 2015 and 2016 and 80% on February 6, 2017.

(2) The shares vest 10% on each of February 6, 2015, 2016, 2017 and 2018 and 60% on February 6, 2019.

Includes 362 shares acquired through the issuer's Employee Share Purchase Plan and excludes 3,317 shares in which the reporting person

(3) no longer has a reportable beneficial interest. The 3,317 shares are owned by his son and were included in the reporting person's prior reports.

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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