

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

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)
11 GREENWAY PLAZA, SUITE
2400

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

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) 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)
__X__ 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		2,082	A	\$ 48.02	265,035	D
Common Shares of Beneficial Interest	02/06/2014	02/06/2014	M		20,976	A	\$ 30.06	286,011	D
Common Shares of Beneficial	02/06/2014	02/06/2014	F		11,282	D	\$ 64.75	274,729	D

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Interest

Common Shares of Beneficial Interest	02/06/2014	02/06/2014	A	736 ⁽¹⁾	A	\$ 0	275,465	D
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Common Shares of Beneficial Interest	02/06/2014	02/06/2014	A	<u>3,091</u> ⁽²⁾	A	\$ 0	278,556	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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 48.02	02/06/2014	02/06/2014	M			2,082	01/30/2009	01/30/2018	Common Shares	2,082
Options	\$ 30.06	02/06/2014	02/06/2014	M			20,976	01/28/2010	01/28/2019	Common Shares	20,976
Options	\$ 64.75	02/06/2014	02/06/2014	A		1,544		02/06/2014	01/30/2018	Common Shares	1,544
Options	\$ 64.75	02/06/2014	02/06/2014	A		9,738		02/06/2014	01/28/2019	Common Shares	9,738

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STEWART H MALCOLM
11 GREENWAY PLAZA
SUITE 2400
HOUSTON, TX 77046

Chief Operating Officer

Signatures

/s/ H. Malcolm
Stewart

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 7, 2015 and 2016 and 80% on February 7, 2017.
- (2) The shares vest 10% on each of February 7, 2015, 2016, 2017 and 2018 and 60% on February 7, 2019.

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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