

CAMDEN PROPERTY TRUST
 Form 4
 January 07, 2013

FORM 4

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

OMB APPROVAL

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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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/03/2013

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

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	01/03/2013	01/03/2013	M		9,618 A \$ 0 ⁽¹⁾	285,112	D
Common Shares of Beneficial Interest	01/03/2013	01/03/2013	S		20,185 ⁽²⁾ D \$ 68.56	264,927	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 of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Deferred RT Shares	<u>(1)</u>	01/03/2013	01/03/2013	M	9,618	<u>(3)</u> <u>(3)</u>	Common Shares	9,618 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEWART H MALCOLM 3 GREENWAY PLAZA SUITE 1300 HOUSTON, TX 77046			Chief Operating Officer	

Signatures

/s/: H. Malcolm Stewart 01/04/2013

 **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) Granted by the committee appointed in accordance with the provisions of the Company's Rabbi Trust, options represent the right to purchase shares at a price equal to 25% of the market value of the shares at date of grant.
 - (2) The reporting person's shares are held by the issuer's executive deferred compensation plan for the benefit of the reporting person who, in prior years, elected to receive payment in 2013, pursuant to Internal Revenue Code Section 409A.
 - (3) Options to repurchase vest in up to five equal installments and expire thirty years from date of grant. Includes 9,618 options that vested on February 15, 2006.

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