

WALKER WINSTON W  
Form 4  
November 17, 2008

**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 \*  
WALKER WINSTON W

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)  
11/17/2008

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

13450 N. KACHINA DRIVE

(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

TUCSON, AZ 85737

(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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/17/2008		P		1,000 A \$ 4	D	
Common Stock	11/17/2008		P		2,000 A \$ 3.98	D	
Common Stock	11/17/2008		P		2,000 A \$ 3.97	D	
Common Stock	11/17/2008		P		100 A \$ 3.95	D	
Common Stock	11/17/2008		P		900 A \$ 3.94	D	

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Common Stock	11/17/2008	P	1,000	A	\$ 3.93	100,200	D	
Common Stock	11/17/2008	P	2,000	A	\$ 3.91	102,200	D	
Common Stock	11/17/2008	P	700	A	\$ 3.89	102,900	D	
Common Stock	11/17/2008	P	100	A	\$ 3.88	103,000	D	
Common Stock	11/17/2008	P	200	A	\$ 3.87	103,200 <sup>(1)</sup>	D	
Common Stock	11/17/2008	P	1,000	A	\$ 4.34	3,000	I	By Spouse
Common Stock						6,200	I	By Ira

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER WINSTON W 13450 N. KACHINA DRIVE TUCSON, AZ 85737	X			

## Signatures

/s/ Winston W.  
Walker

11/17/2008

\_\_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 are held by the Winston Walker and Mary Walker Revocable Living Trust dated 2/25/04, under which (i) the Reporting Person and the Reporting Person's spouse are Co-Trustees, (ii) the Reporting Person and the Reporting Person's spouse are the sole beneficiaries, and (iii) the Reporting Person has unilateral authority to transfer the Trust's assets and to revoke the Trust. 3,200 shares of Common Stock of the Issuer owned by the Reporting Person are included in the reported total of beneficially owned securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.