

CAMDEN PROPERTY TRUST  
Form 8-K  
October 29, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): October 28, 2015**

**CAMDEN PROPERTY TRUST**

**(Exact name of Registrant as Specified in Charter)**

**Texas**  
**(State or Other Jurisdiction**

**1-12110**  
**(Commission**

**76-6088377**  
**(I.R.S. Employer**

**of Incorporation)**

**File Number)**

**Identification Number)**

**11 Greenway Plaza, Suite 2400, Houston, Texas 77046**

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(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (713) 354-2500

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

Camden Property Trust, a Texas real estate investment trust (the Company), has entered into an amendment to its 2011 Share Incentive Plan (the Plan), a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference. The primary purposes of the amendment are to (a) provide for grants of restricted share units in addition to grants of restricted shares, which are currently permitted under the Plan, and (b) align various provisions of the Plan related to the termination of a participant's service with the Company with current interpretations of the Internal Revenue Service. The foregoing summary description is qualified in its entirety by reference to the document attached as an exhibit hereto.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The information set forth in Item 1.01 is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) *Exhibits.*

| Exhibit Number | Title   |
|----------------|---|
| 99.1           | Amendment No. 3 to the 2011 Share Incentive Plan of Camden Property Trust, dated as of October 28, 2015 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 29, 2015

CAMDEN PROPERTY TRUST

By: /s/ Michael P. Gallagher  
Michael P. Gallagher  
Senior Vice President - Chief Accounting  
Officer

**EXHIBIT INDEX**

| Exhibit<br>Number | Title   |
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