

CAMDEN PROPERTY TRUST

Form 4

February 10, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
ODEN D KEITH

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)  
President

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares of Beneficial Interest	02/06/2014	02/06/2014	M		52,029 A \$ 45.53	442,473	D
Common Shares of Beneficial Interest	02/06/2014	02/06/2014	F		36,585 D \$ 64.75	405,888	D
Common Shares of Beneficial Interest	02/06/2014	02/06/2014	A		965 <sup>(1)</sup> A \$ 0	406,853	D

Interest

Common Shares of Beneficial Interest	02/06/2014	02/06/2014	A	4,054 (2)	A	\$ 0	411,269 (3)	D
--------------------------------------	------------	------------	---	--------------	---	------	-------------	---

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODEN D KEITH 11 GREENWAY PLAZA SUITE 2400 HOUSTON, TX 77046	X		President	

## Signatures

/s/: D. Keith  
Oden

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.
- (3) Includes 362 shares acquired through the issuer's Employee Share Purchase Plan.

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.