

CBL & ASSOCIATES PROPERTIES INC  
 Form 4/A  
 December 20, 2004

**FORM 4**

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

OMB APPROVAL

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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 \*  
**MITCHELL FARZANA K**  
  
 (Last) (First) (Middle)  
  
 2030 HAMILTON PLACE BLVD.,  
 SUITE 500  
  
 (Street)  
  
 CHATTANOOGA, TN 374216000  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CBL & ASSOCIATES PROPERTIES INC [CBL]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/13/2004

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/17/2004

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Sr VP - Finance

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|-------|---|--|-----------------------------------|
|                                      |                                      |  |                                | (A) or (D)  | Price |   |  |                                   |
| Preferred Series D Depository Shares | 12/13/2004                           |  | P                              | 1,000   | A     | \$ 25 1,000   | D  |                                   |
| Common Stock                         |                                      |  |                                |   |       | 12,399.34   | D  |                                   |
| Preferred Series C Depository Shares |                                      |  |                                |   |       | 4,000   | 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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(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. Derivative Securities (Instr. 3 and 4) |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                     | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | \$ 27.675  |                                      |  |                                |   | 05/02/2002   | 05/02/2011  | Common Stock                              | 3,600                      |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | \$ 36.535  |                                      |  |                                |   | 05/07/2003   | 05/07/2012  | Common Stock                              | 5,400                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| MITCHELL FARZANA K<br>2030 HAMILTON PLACE BLVD., SUITE 500<br>CHATTANOOGA, TN 374216000 |               |           | Sr VP - Finance |       |

## Signatures

/s/ Mitchell,  
Farzana K. 12/20/2004

\_\_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) Vests 20% annually over five years on each anniversary date starting on the first exercisable date shown.

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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