

CAMDEN PROPERTY TRUST
Form 4
February 10, 2014

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 *
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)
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)
Chief Operating Officer

(Street)
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	02/06/2014	02/06/2014	M		2,082	A	\$ 48.02	265,035	D
Common Shares of Beneficial Interest	02/06/2014	02/06/2014	M		20,976	A	\$ 30.06	286,011	D
Common Shares of Beneficial Interest	02/06/2014	02/06/2014	F		11,282	D	\$ 64.75	274,729	D

Interest

Common Shares of Beneficial Interest	02/06/2014	02/06/2014	A	736 ⁽¹⁾	A	\$ 0	275,465	D
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Common Shares of Beneficial Interest	02/06/2014	02/06/2014	A	3,091 ⁽²⁾	A	\$ 0	278,556	D
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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 48.02	02/06/2014	02/06/2014	M	2,082	01/30/2009 01/30/2018	Common Shares	2,082	
Options	\$ 30.06	02/06/2014	02/06/2014	M	20,976	01/28/2010 01/28/2019	Common Shares	20,976	
Options	\$ 64.75	02/06/2014	02/06/2014	A	1,544	02/06/2014 01/30/2018	Common Shares	1,544	
Options	\$ 64.75	02/06/2014	02/06/2014	A	9,738	02/06/2014 01/28/2019	Common Shares	9,738	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEWART H MALCOLM 11 GREENWAY PLAZA SUITE 2400 HOUSTON, TX 77046			Chief Operating Officer	

Signatures

/s/ H. Malcolm
Stewart

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 7, 2015 and 2016 and 80% on February 7, 2017.

(2) The shares vest 10% on each of February 7, 2015, 2016, 2017 and 2018 and 60% on February 7, 2019.

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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