

CAMDEN PROPERTY TRUST  
Form 8-K  
February 22, 2012

**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): February 16, 2012

**CAMDEN PROPERTY TRUST**

(Exact name of Registrant as Specified in Charter)

Texas  
(State or Other Jurisdiction  
of Incorporation)

1-12110  
(Commission  
File Number)

76-6088377  
(I.R.S. Employer  
Identification Number)

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**Three Greenway Plaza, Suite 1300, Houston, Texas 77046**

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

On February 16, 2012, the Compensation Committee of the Board of Trust Managers of Camden Property Trust (the Company) approved the awards of common shares of the Company to the executive officers named below. These share awards vest in five equal installments on the first five anniversaries of the date of grant. In consideration of these share awards, each executive officer named below waived the right to receive a number of reloaded options with a fair value (estimated using the Black-Scholes valuation model) equal to the fair value of the share awards (based on the closing price of the common shares of the Company on the date of award). All of these reloaded options would have been fully vested on the date of the share awards. The share awards were made under the Company's 2011 Share Incentive Plan.

<b>Executive Officer</b>	<b>Number of Shares Granted</b>
Richard J. Campo	12,234
D. Keith Oden	12,234
H. Malcolm Stewart	5,858

**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: February 22, 2012

CAMDEN PROPERTY TRUST

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