

Sengelmann William W.
Form 4
January 09, 2018

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 *
Sengelmann William W.

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)
01/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Real Estate Investments

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Shares	01/05/2018	01/05/2018	S	947 ⁽¹⁾ D \$ 88.421	66,567	D	
Common Shares	01/05/2018	01/05/2018	M	3,531 A \$ 0 ⁽²⁾	70,098	D	
Common Shares	01/05/2018	01/05/2018	S	3,531 ⁽¹⁾ D \$ 88.425	66,567	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 3)
Deferred RT Shares	(2)	01/05/2018	01/05/2018	M	3,531	(3) (4)	Common Shares	3,531 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sengelmann William W. 11 GREENWAY PLAZA SUITE 2400 HOUSTON, TX 77046			EVP - Real Estate Investments	

Signatures

/s/ William W. Sengelmann 01/09/2018

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 reporting person's shares are held by the issuer's executive deferred compensation plan for the benefit of the reporting person who, in prior years, elected to receive payment in 2018, pursuant to Internal Revenue Code Section 409A.
- (2) Granted by the committee appointed in accordance with the provisions of the Company's Rabbi Trust, options represent the right to purchase shares at a price equal to 25% of the market value of the shares at date of grant.
- (3) Options to repurchase vest in four or five annual installments and expire thirty years from date of grant. Includes 3,531 options that vested on February 15, 2006.
- (4) Options to repurchase expire thirty years from date of grant. Includes 3,531 options that expire on February 15, 2031.

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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