

CAMDEN PROPERTY TRUST  
Form 8-K  
May 27, 2011

**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): May 26, 2011**

**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)

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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

In connection with the commencement of a continuous equity offering under which Camden Property Trust, a Texas real estate investment trust (the Company), may sell common shares of beneficial interest, par value \$0.01 per share, of the Company having an aggregate offering price of up to \$300 million (the Shares) from time to time in at the market offerings or certain other transactions, the Company filed with the Securities and Exchange Commission (the SEC) a prospectus supplement dated May 26, 2011 (the Prospectus Supplement).

The offering will occur pursuant to five separate Distribution Agency Agreements (collectively, the Agreements) entered into by the Company with each of Merrill Lynch Pierce Fenner & Smith Incorporated, J.P. Morgan Securities LLC, UBS Securities LLC, Morgan Keegan & Company, Inc. and Piper Jaffray & Co., as agents and/or principals for the offer and sale of the Shares (collectively, the Managers). Under the Agreements, each of the Managers will be entitled to a commission of 1.5% of the gross offering proceeds of any common shares sold through it.

Sales of the Shares, if any, under the Agreements may be made in transactions that are deemed to be at-the-market offerings as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on the New York Stock Exchange, or sales made to or through a market maker other than on an exchange, as well as in negotiated or other transactions described in the Prospectus Supplement. The Company has no obligation to sell any of the Shares in the offering, and may at any time suspend solicitation and offers under the Agreements or terminate the Agreements.

The Shares will be issued pursuant to the Prospectus Supplement to the prospectus included in the Company's automatic shelf registration statement on Form S-3 (File No. 333-159372) filed on May 20, 2009 with the SEC. This Report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration of qualification under the securities laws of any such state.

The Agreements are filed as Exhibits 1.1, 1.2, 1.3, 1.4 and 1.5 to this Report. The description of the Agreements does not purport to be complete and is qualified in its entirety by reference to the Agreements filed herewith as exhibits to this Report.

**Item 9.01. Financial Statements and Exhibits.**

(c) *Exhibits.*

| Exhibit<br>Number | Title   |
|-------------------|---|
| 1.1               | Form of Distribution Agency Agreement, dated May 26, 2011, between Camden Property Trust and Merrill Lynch Pierce Fenner & Smith Incorporated |
| 1.2               | Form of Distribution Agency Agreement, dated May 26, 2011, between Camden Property Trust and J.P. Morgan Securities LLC                       |
| 1.3               | Form of Distribution Agency Agreement, dated May 26, 2011, between Camden Property Trust and UBS Securities LLC                               |
| 1.4               | Form of Distribution Agency Agreement, dated May 26, 2011, between Camden Property Trust and Morgan Keegan & Company, Inc.                    |
| 1.5               | Form of Distribution Agency Agreement, dated May 26, 2011, between Camden Property Trust and Piper Jaffray & Co.                              |
| 5.1               | Opinion of Locke Lord Bissell & Liddell LLP   |
| 23.1              | Consent of Locke Lord Bissell & Liddell LLP (included in Exhibit 5.1 hereto)  |

**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: May 27, 2011

CAMDEN PROPERTY TRUST

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

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**EXHIBIT INDEX**

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