

CBL & ASSOCIATES PROPERTIES INC
Form FWP
February 25, 2010

Filed Pursuant to Rule 433

Issuer Free Writing Prospectus

Dated February 24, 2010

Registration Statement

No. 333-161182

CBL & ASSOCIATES PROPERTIES, INC.

6,300,000 Depositary Shares each representing **1/10**th of a share of 7.375%

Series D Cumulative Redeemable Preferred Stock

(Liquidation Preference \$25.00 per depositary share)

FINAL PRICING TERMS

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Issuer:	CBL & Associates Properties, Inc.
Title of Shares:	Depository Shares each representing 1/10th of a share of 7.375% Series D Cumulative Redeemable Preferred Stock (Liquidation Preference \$25.00 per depository share)
Number of Shares:	6,300,000
Over-allotment Option (shares):	945,000
Maturity:	Perpetual
Trade Date:	February 24, 2010
Settlement Date:	March 1, 2010 (T+3)
Dividend Rate:	7.375%
Dividend Payment Dates:	March 30, June 30, September 30 and December 30, commencing March 30, 2010
Optional Redemption:	Redeemable, at any time, in whole or from time to time in part, for cash at \$25.00 per depository share, plus accrued and unpaid dividends, if any, to and including the redemption date
Yield (including accrued dividend):	9.08%
Yield (excluding accrued dividend):	9.25%
Public Offering Price:	\$20.3000
Purchase Price by Underwriters:	\$19.6723
Net Proceeds (before expenses):	\$123,935,660
Underwriting Commission:	\$3,954,340
Joint Book-Running Managers:	Banc of America Securities LLC Wells Fargo Securities, LLC
Listing/Symbol:	NYSE/ CBLPrD
ISIN:	US1248306052
CUSIP:	124830-60-5

The issuer has filed a registration statement (including a prospectus) and a preliminary prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and preliminary prospectus supplement if you request it by calling Banc of America Securities LLC toll-free at (800) 294-1322 or Wells Fargo Securities, LLC toll-free at (800) 326-5897.