

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

TANGER STEVEN B

CIK: **1216940**

Type: **4** | Act: **34** | File No.: **001-11986** | Film No.: **13553001**

ISSUER

TANGER FACTORY OUTLET CENTERS INC

CIK: **899715** | IRS No.: **561815473** | State of Incorporation: **NC** | Fiscal Year End: **0101**
SIC: **6798** Real estate investment trusts

Mailing Address

3200 NORTHLINE AVENUE
SUITE 360
GREENSBORO NC 27408

Business Address

3200 NORTHLINE AVENUE
SUITE 360
GREENSBORO NC 27408
3362923010

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person TANGER STEVEN B			2. Issuer Name and Ticker or Trading Symbol TANGER FACTORY OUTLET CENTERS INC [SKT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
3200 NORTHLINE AVENUE, SUITE 360			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) GREENSBORO, NC 27408								
(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 Stock	01/07/2013		G ⁽¹⁾	V	18,000	D	\$ 0	574,800	D	
Common Stock	01/24/2013		P ⁽²⁾		18,595	A	\$35.35	593,395	D	
Common Stock	01/28/2013		G ⁽¹⁾	V	18,595	D	\$ 0	574,800	D	
Common Stock								12,196	I	By Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Mr. Tanger contributed the shares to Regnat, LLC whose sole member is the Steven B. Tanger 2011 Family Trust, an irrevocable Trust of which he is a beneficiary, but of which he is not the trustee or investment advisor and therefore he has no investment control over the shares indirectly held by the Trust. Accordingly, Mr. Tanger is not deemed to be the beneficial owner of such shares.
2. On January 24, 2013, Mr. Tanger received 18,595 common shares and \$32.74 in cash from the Steven B. Tanger Spray Trust 2010, a trust of which he is a beneficiary, but of which he is not the trustee or investment advisor, and therefore he has no investment control over the shares held by the trust. Mr. Tanger received the shares and cash in satisfaction of outstanding principal and accrued interest of \$657,365.99 under certain promissory notes due by the trust to Mr. Tanger.

Signatures

/s/ James F. Williams, attorney-in-fact for Mr. Tanger

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.