

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR/A

Initial quarterly Form 13F holdings report filed by institutional managers [amend]

Filing Date: **2013-05-16** | Period of Report: **2013-03-31**
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FILER

CAMDEN ASSET MANAGEMENT L P /CA

CIK:[903944](#) | IRS No.: [954319164](#) | State of Incorp.:**CA** | Fiscal Year End: **1231**
Type: **13F-HR/A** | Act: **34** | File No.: [028-03694](#) | Film No.: **13852127**

Mailing Address

2029 CENTURY PARK EAST
SUITE 2010
LOS ANGELES CA
90067-2901

Business Address

2029 CENTURY PARK EAST
SUITE 2010
LOS ANGELES CA
90067-2901
310-785-9755

Report for the Calendar Year or Quarter Ended: Mar 31, 2013

Check here if Amendment [x]; Amendment Number: 1
This Amendment (Check only one.): [x] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Camden Asset Management, L.P.
Address: 2049 Century Park East, Suite 330
Los Angeles, CA 90067

13F File Number: 28-3694

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered intergral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: John B. Wagner
Title: Managing Partner
Phone: 310-785-1630

Signature, Place and Date of Signing:

John B. Wagner, Los Angeles, CA 05/16/2013

Report Type (Check only one):

[X] 13F Holdings Report.
[] 13F Notice
[] 13F Combination Report.

List of Other Manager Reporting for this Manager:

I am signing this report as required by the Securities Exchange Act of 1934.

<TABLE>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	FORM 13F INFORMATION TABLE		SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHER MANAGERS	VOTING AUTHORITY		
				SHARES/ PRN	AMT					SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
GRIFOLS SA-ADR	STO	398438408	4222	145525	SH			SOLE				145525
ANGLOGOLD HOLDINGS LTD CV	6% CVP	03512Q206	26797	936144	SH			SOLE				936144
APACHE CORP 6 CVP	CVP	037411808	2148	48000	SH			SOLE				48000
ARCELORMITTAL CV	6% 011516 RE CVP	L0302D178	58947	2807000	SH			SOLE				2807000
ASPEN INSURANCE HLDS L	5.625% CVP	G05384113	37858	572526	SH			SOLE				572526
FIFTH THIRD BANCORP	8.5% CV PF CVP	316773209	43612	305781	SH			SOLE				305781
GENERAL MOTORS CO	4.75% CV PFD CVP	37045V209	2087	48400	SH			SOLE				48400
GENESEEE & WYOMING INC	5% CV PF CVP	371559204	30004	232500	SH			SOLE				232500
HUNTINGTON BANCSHARES	8.5% CV CVP	446150401	36920	28844	SH			SOLE				28844
KEYCORP	7.75% CV PFD A CVP	493267405	56391	434820	SH			SOLE				434820
METLIFE INC	5% CV PFD CVP	59156R116	110406	2242700	SH			SOLE				2242700
NEXTERA ENERGY INC	5.889% CV P CVP	65339F887	83911	1542300	SH			SOLE				1542300
PROMOTORA DE INFORMACIONES SA	CVP	74343G303	912	709895	SH			SOLE				709895
STANLEY BLACK & DECKER I	4.75% CVP	854502309	2367	18700	SH			SOLE				18700
SYNOVUS FINANCIAL CORP	8.25% C CVP	87161C204	24032	998402	SH			SOLE				998402
UNITED TECHNOLOGIES CORP	7.5% CVP	913017117	32759	546888	SH			SOLE				546888
WELLS FARGO CO	7.5% CV PFD L CVP	949746804	71451	55442	SH			SOLE				55442
ALLEGHENY TEC CV SR NTS	4.25% CNV	01741RAD4	3219	3000000	PRN			SOLE				3000000
ALLIANT TECHSYSTEMS IN CV	3% CNV	018804AK0	3092	2850000	PRN			SOLE				2850000
AMTRUST FINANCIAL S CV	5.5% 1 CNV	032359AC5	23772	16800000	PRN			SOLE				16800000
AUXILIUM PHARMACEUTI CV	1.5% CNV	05334DAA5	1013	1000000	PRN			SOLE				1000000
COMTECH TELECOMMUNICA CV	3% 0 CNV	205826AF7	2150	2100000	PRN			SOLE				2100000
CONVERGYS CORP CV	DEB 5.75% 09 CNV	212485AE6	62563	37393000	PRN			SOLE				37393000
CUBIST PHARMACEUTICA CV	2.5% CNV	229678AD9	66690	39100000	PRN			SOLE				39100000
DFC GLOBAL CORP CV	3% 2028-04 CNV	256664AC7	25967	23988000	PRN			SOLE				23988000
DST SYSTEMS INC CV NTS	4.125% CNV	233326AE7	22884	15149000	PRN			SOLE				15149000
ELECTRONIC ARTS INC CV	0.75% CNV	285512AA7	7104	7333000	PRN			SOLE				7333000
ENDO PHARMACEUT HLD CV	1.75% CNV	29264FAB2	2205	1850000	PRN			SOLE				1850000
ENERSYS CV	3.375% 060138 REG CNV	29275YAA0	3432	2729000	PRN			SOLE				2729000
FERRO CORP CV	6.5% 081513 REG CNV	315405AL4	944	930000	PRN			SOLE				930000
FIDELITY NATL FINAN CV	4.25% CNV	31620RAE5	7809	5790000	PRN			SOLE				5790000
GENERAL CABLE CO CV	4.5 11152 CNV	369300AL2	73838	59189000	PRN			SOLE				59189000

GILEAD SCIENCES IN CV	1.625%	CNV	375558AP8	52972	24404000	PRN	SOLE	24404000
HEALTH CARE REIT INC CV	3%	12 CNV	42217KAR7	45681	34871000	PRN	SOLE	34871000
HOLOGIC INC CV	2%	030142 REG CNV	436440AC5	2828	2700000	PRN	SOLE	2700000
INTEGRA LIFESCIENC CV	1.625%	CNV	457985AK5	22059	21600000	PRN	SOLE	21600000
INTEL CORP CV	3.25%	080139 14 CNV	458140AF7	4093	3400000	PRN	SOLE	3400000
INTERDIGITAL INC CV	2.5%	0315 CNV	458660AB3	12299	11000000	PRN	SOLE	11000000
INTEROIL CORP CV	2.75%	111515 CNV	460951AC0	6989	7159000	PRN	SOLE	7159000
INTL GAME CV SR UNSEC	3.25%	0 CNV	459902AQ5	3511	3253000	PRN	SOLE	3253000
JAGUAR MINING INC CV	5.5%	033 CNV	47009MAJ2	5268	15050000	PRN	SOLE	15050000
LAM RESEARCH CORP CV	0.5%	051 CNV	512807AJ7	45223	44500000	PRN	SOLE	44500000
LAM RESEARCH I CV	2.625%	0515 CNV	670008AD3	14559	10700000	PRN	SOLE	10700000
LIBERTY INTERACTIVE CORP CV DE		CNV	530715AG6	22529	32300000	PRN	SOLE	32300000
LINEAR TECHNOL CV SR UNSUB	3%	CNV	535678AC0	12893	12064000	PRN	SOLE	12064000
MENTOR GRAPHICS CORP CV	4%	04 CNV	587200AK2	3171	2700000	PRN	SOLE	2700000
NETAPP INC CV SR UNSEC	1.75%	0 CNV	64110DAB0	2127	1950000	PRN	SOLE	1950000
NEWMONT MI CV COGUARNT	1.625%	CNV	651639AJ5	7851	6399000	PRN	SOLE	6399000
NORTHGATE MINERALS C CV	3.5%	CNV	666416AB8	41264	40086000	PRN	SOLE	40086000
NUANCE COMMUNICATIO CV	2.75%	CNV	67020YAF7	3513	3400000	PRN	SOLE	3400000
OMNICARE INC CV	3.75%	040142 CNV	681904AP3	1731	1550000	PRN	SOLE	1550000
ON SEMICONDUCTOR C CV	2.625%	CNV	682189AH8	1246	1100000	PRN	SOLE	1100000
PHOTRONICS INC CV	3.25%	04011 CNV	719405AH5	2509	2385000	PRN	SOLE	2385000
PRICELINE.COM INC CV	1%	03151 CNV	741503AQ9	18787	17050000	PRN	SOLE	17050000
RAMBUS INC CV SR UNSEC	5%	0615 CNV	750917AC0	12186	12021000	PRN	SOLE	12021000
REGIS CORP CV SR UNSEC	5%	0715 CNV	758932AA5	43774	34115000	PRN	SOLE	34115000
SANDISK CORP CV	1.5%	081517 R CNV	80004CAD3	39540	30681000	PRN	SOLE	30681000
SMITHFIELD FOO CV SR UNSEC	4%	CNV	832248AR9	2823	2400000	PRN	SOLE	2400000
SOTHEBY'S CV	3.125%	061513 RE CNV	835898AC1	2577	2300000	PRN	SOLE	2300000
STEEL DYNAMI CV SR NTS	5.125%	CNV	858119AP5	2189	1950000	PRN	SOLE	1950000
STILLWATER MINING C CV	1.75%	CNV	86074QAL6	17053	14300000	PRN	SOLE	14300000
TELEFLEX INC CV	3.875%	080117 CNV	879369AA4	41153	28443000	PRN	SOLE	28443000
TRW AUTOMOTIVE I CV	3.5%	2015 CNV	87264MAH2	25253	13000000	PRN	SOLE	13000000
TTM TECHNOLOGIES CV	3.25%	051 CNV	87305RAC3	3190	3200000	PRN	SOLE	3200000
UNITED THERAPEUTICS CO CV	1%	CNV	91307CAF9	30850	22457000	PRN	SOLE	22457000
VERISIGN INC CV SUB	3.25%	0815 CNV	92343EAD4	65817	44415000	PRN	SOLE	44415000
VIRGIN MEDIA INC CV	6.5%	1115 CNV	92769LAB7	68533	26077000	PRN	SOLE	26077000
VOLCANO CORP CV	1.75%	120117 CNV	928645AB6	28467	28900000	PRN	SOLE	28900000
VOLCANO CORP CV	2.875%	090115 CNV	928645AA8	7922	7434000	PRN	SOLE	7434000
XILINX INC CV	2.625%	061517 R CNV	983919AF8	425	300000	PRN	SOLE	300000

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