

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1997-03-10** | Period of Report: **1997-02-28**

SEC Accession No. **0000906345-97-000046**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

CAMDEN PROPERTY TRUST

CIK: **906345** | IRS No.: **766088377** | State of Incorporation: **TX** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-12110** | Film No.: **97553413**

SIC: **6798** Real estate investment trusts

Mailing Address

*3200 SOUTHWEST FREEWAY
SUITE 1500
HOUSTON TX 77027*

Business Address

*3200 SOUTHWEST FRWY
STE 1500
HOUSTON TX 77027
7139643555*

REPORTING OWNER

ODEN D KEITH

CIK: **1020942** | State of Incorporation: **TX** | Fiscal Year End: **1231**

Type: **4**

SIC: **6798** Real estate investment trusts

Mailing Address

*3200 SOUTHWEST FREEWAY
SUITE 1500
HOUSTON TX 77027*

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FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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<S>

<C>

OMB APPROVAL

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

OMB NUMBER 3235-0287
Expires: September 30, 1998
Estimated average burden
hours per response . . . 0.5

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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(f) of the Investment Company Act of 1940

<S>			<C>		<C>	
1. Name and Address of Reporting Person			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
D. Keith Oden			Camden Property Trust (CPT)		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person	4. Statement for Month/Year	(give title below)	
c/o Camden Property Trust				February 1997	President and Chief Operating Officer	
3200 SW FWY #1500			(Voluntary)			
(Street)				5. If Amendment Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)	
Houston, TX		77027			<input checked="" type="checkbox"/> Form filed by One reporting person <input type="checkbox"/> Form filed by more than one reporting person	
(City)	(State)	(Zip)				

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Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
1. Title of Security Instr. 3)	2. Trans- action Date (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of In- direct Bene- ficial Owner- ship
			(A)	or	(D)	Price		
Common Shares of Beneficial Interest	2/1/97	T	38,666	D	\$0.00		255,419 (1)	D

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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).

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FROM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<S>	<C>	<C>	<C>	<C>	<C>	<C>
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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. Expiration Date (Month/Day/Year)
Option to Purchase Common Shares	\$2.70	2\1\97	J(2)	62,407	(3)	2/1/2017
Option to Purchase Common Shares	\$27.00	2\1\97	A	150,000	(4)	2/1/2007

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Table II - Continued

<S>	<C>	<C>	<C>	<C>	<C>
7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares of Beneficial Interest	\$0.00	212,407	D		
Common Shares of Beneficial Interest	\$0.01	362,407	D		

<FN>

Explanation of Responses:

- (1) Includes the 18,696 shares owned by Centeq, of which Mr. Oden disclaims ownership of 50% of such shares.
- (2) The Reporting Person has exchanged his unvested restricted shares for the right to repurchase such shares in the future at a price equal to 10% of the value of such shares as of the date of exchange.
- (3) Shares vest in varying amounts beginning February 15, 1997 and continuing each anniversary date thereof through February 15, 2002.
- (4) The options become exercisable in 33 1/3 percent increments on February 1, 1998, 1999 and 2000.

</FN>

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** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

/s/

3/7/97

D. Keith Oden

Date

SEC 1474 (7-96)

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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