

CAMDEN PROPERTY TRUST

Form 10-K/A

September 06, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 10-K/A
(Amendment No. 1)**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2006

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

**Commission file number: 1-12110
CAMDEN PROPERTY TRUST**

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

76-6088377
(I.R.S. Employer
Identification No.)

**3 Greenway Plaza, Suite 1300
Houston, Texas**
(Address of principle executive offices)

77046
(Zip Code)

Registrant's telephone number, including area code: (713) 354-2500
Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Shares of Beneficial Interest, \$.01 par value

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in the Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant was \$4,091,663,801 based on a June 30, 2006 share price of \$73.55.

On February 19, 2007, the number of outstanding common shares of the registrant was 56,794,195 (net of 8,554,483 treasury shares).

DOCUMENTS INCORPORATED BY REFERENCE

None.

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Item 15. Exhibits and Financial Statement Schedules

SIGNATURES

EXHIBIT INDEX

Consent of Deloitte & Touche LLP

Certification of Chief Executive Officer

Certification of Chief Financial Officer

Certification Pursuant to 18 U.S.C. Section 1350

Consolidated Financial Statements and Report of G&I V Midwest Residential, LLC

Financial Statements and Report of CPT Addison, LP

Financial Statements and Report of CPT Fountain Palms, LP

Financial Statements and Report of CPT Holly Springs, LP

Financial Statements and Report of CPT Park, LP

Financial Statements and Report of CPT Parkside, LP

Financial Statements and Report of CPT Pecos Ranch, LP

Financial Statements and Report of CPT Pines, LP

Financial Statements and Report of CPT Sierra, LP

Financial Statements and Report of CPT Sugar Grove, LP

Financial Statements and Report of CPT Summit, LP

Financial Statements and Report of CPT Tiara, LP

Financial Statements and Report of CPT Towne Center, LP

Table of Contents**Explanatory Paragraph**

We are filing this amendment to our Annual Report on Form 10-K, originally filed with the Securities and Exchange Commission on February 28, 2007 (the Original Filing), solely for the purpose of including audited financial statements for certain of our equity investments. This Form 10-K/A does not in any other way modify or update other disclosures in, or exhibits to, the Original Filing.

As a result of this amendment, the management certifications, filed as exhibits to the Original Filing, have been re-executed and re-filed as of the date of this Form 10-K/A.

PART IV**Item 15. Exhibits and Financial Statement Schedules**

The following documents are filed as part of this amendment:

| Exhibit No. | Description |
|--------------------|--|
| 23.1 | Consent of Deloitte & Touche LLP |
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act |
| 32.1 | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.1 | Consolidated Financial Statements of G&I V Midwest Residential, LLC for the Period from September 20, 2006 (Date of Inception) through December 31, 2006, and Report of Independent Registered Public Accounting Firm |
| 99.2 | Financial Statements of CPT Addison, LP for the Year Ended December 31, 2006, and the Period from March 18, 2005 (Date of Inception) through December 31, 2005, and Report of Independent Registered Public Accounting Firm |
| 99.3 | Financial Statements of CPT Fountain Palms, LP for the Year Ended December 31, 2006, and the Period from March 18, 2005 (Date of Inception) through December 31, 2005, and Report of Independent Registered Public Accounting Firm |
| 99.4 | Financial Statements of CPT Holly Springs, LP for the Year Ended December 31, 2006, and the Period from March 18, 2005 (Date of Inception) through December 31, 2005, and Report of Independent Registered Public Accounting Firm |
| 99.5 | Financial Statements of CPT Park, LP for the Year Ended December 31, 2006, and the Period from March 18, 2005 (Date of Inception) through December 31, 2005, and Report of Independent Registered Public Accounting Firm |
| 99.6 | Financial Statements of CPT Parkside, LP for the Year Ended December 31, 2006, and the Period from March 18, 2005 (Date of Inception) through December 31, 2005, and Report of Independent Registered Public Accounting Firm |
| 99.7 | Financial Statements of CPT Pecos Ranch, LP for the Year Ended December 31, 2006, and the Period from March 18, 2005 (Date of Inception) through December 31, 2005, and Report of |

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Independent Registered Public Accounting Firm

- 99.8 Financial Statements of CPT Pines, LP for the Year Ended December 31, 2006, and the Period from March 18, 2005 (Date of Inception) through December 31, 2005, and Report of Independent Registered Public Accounting Firm
 - 99.9 Financial Statements of CPT Sierra, LP for the Year Ended December 31, 2006, and the Period from March 18, 2005 (Date of Inception) through December 31, 2005, and Report of Independent Registered Public Accounting Firm
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| 99.10 | Financial Statements of CPT Sugar Grove, LP for the Year Ended December 31, 2006, and the Period from March 18, 2005 (Date of Inception) through December 31, 2005, and Report of Independent Registered Public Accounting Firm |
| 99.11 | Financial Statements of CPT Summit, LP for the Year Ended December 31, 2006, and the Period from March 18, 2005 (Date of Inception) through December 31, 2005, and Report of Independent Registered Public Accounting Firm |
| 99.12 | Financial Statements of CPT Tiara, LP for the Year Ended December 31, 2006, and the Period from March 18, 2005 (Date of Inception) through December 31, 2005, and Report of Independent Registered Public Accounting Firm |
| 99.13 | Financial Statements of CPT Towne Center, LP for the Year Ended December 31, 2006, and the Period from March 18, 2005 (Date of Inception) through December 31, 2005, and Report of Independent Registered Public Accounting Firm |

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Camden Property Trust has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

September 6, 2007

CAMDEN PROPERTY TRUST

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

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