

Item 1.01 Entry into a Material Definitive Agreement.

Camden Property Trust, a Texas real estate investment trust, has entered into an amendment to its Second Amended and Restated Key Employee Share Option Plan and its Amended and Restated Non-Qualified Deferred Compensation Plan, copies of which are attached hereto as Exhibit 99.1 and 99.2, respectively, and incorporated herein by reference. The purpose of the amendments was to, among other things, conform such plans with various provisions of Section 409A of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder. The foregoing summary description of the amendments is qualified in its entirety by reference to such amendments.

Item 9.01. Financial Statements and Exhibits.

(c) *Exhibits.*

| Exhibit Number | Title |
|----------------|--|
| 99.1 | Amendment No. 1 to Second Amended and Restated 2002 Camden Property Trust Key Employee Share Option Plan, executed on December 3, 2008 to be effective as of January 1, 2008 |
| 99.2 | Amendment No. 2 to Amended and Restated Camden Property Trust Non-Qualified Deferred Compensation Plan, executed on December 3, 2008 to be effective as of January 1, 2008 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 8, 2008

CAMDEN PROPERTY TRUST

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

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EXHIBIT INDEX

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