FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Ty	pe Response	s)		ı												
1. Name and Address of Reporting Person* BENTON WILLIAM G				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) _X_ Director Officer (give title below) Control of the Specify below)					
(Last) (First) (Middle) BENTON INVESTMENT COMPANY, 915 W. 4TH STREET				3. Date of Earliest Transaction (Month/Day/Year) 02/28/2006												
(Street) WINSTON-SALEM, NC 27101			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person							
(City) (State) (Zip)			Table I - Non-Derivative Securities Acqui					Acqui	ired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)		any	xecution Date, if Code (A) or Disposed of (D) Beneficially Owner		lly Owned F Transaction	ollowing	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)								
Common	Stock		02/28/2006			1	A		500	<u> </u>	\$ 0	14,954			D	
Common	Stock											1,094			I	by Spouse
Reminder:	Report on a s	eparate fine fo	or each class of secur Table II -	Derivative S	· .			Perse conta the fe	ons wh ained i orm di	no respon n this forr splays a c	n are urrer	not requ ntly valid		formation spond unle trol numbe	ss	1474 (9-02)
1 77:1 6	l _a	2 77 .:		e.g., puts, ca			ts, op	·			1 /		0 D : 0	0.31 1	6 10	11.37.
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transactio Date (Month/Day/	Execution Da	Code	ction	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		and Expiration Date (Month/Day/Year) A U So (I		Amo Unde Secu	ttle and bunt of erlying urities r. 3 and		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owners Form of Derivati Security Direct (or Indire	Beneficia Ownersh (Instr. 4)	
				Code	V	(A)	(D)	Date Exer	cisable	Expiration Date	Title	or Number of Shares				

Reporting Owners

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
BENTON WILLIAM G BENTON INVESTMENT COMPANY 915 W. 4TH STREET WINSTON-SALEM, NC 27101	X				

Signatures

By: James F. Williams For: William G. Benton	03/02/2006

**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Represents grant of restricted shares approved by the Company's Board of Directors on February 28, 2006 under the Company's Amended and Restated Incentive Award Plan. The restricted shares vest evenly over a three year period on December 31st of each year.

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.