FORM 4

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

| OMB APPROVAL | | | | | |
|--------------------------|-----------|--|--|--|--|
| OMB Number: | 3235-0287 | | | | |
| Estimated average burden | | | | | |
| nours per response | e 0.5 | | | | |

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) | | | | | | | | | | | | | | |
|--|---------------|------------------|---|---|----------------------|--|-------|--|---|---|---|--|------------------------------------|---|---|--------------|
| 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) Other (specify below) | | | | |
| (Last) (First) (Middle) BENTON INVESTMENT COMPANY, 915 W. 4TH STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/20/2007 | | | | | | | | | | | | | |
| (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 | | | | | | ired, Disposed of, or Beneficially Owned | | | | | | |
| 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea | | | 2A. Deemed Execution Date, i any (Month/Day/Yea | | f Code (Instr. 8) | | ction | 4. Securities Acqu (A) or Disposed o (D) (Instr. 3, 4 and 5) | | of Beneficia | | ant of Securities ally Owned Following d Transaction(s) and 4) | | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | C | ode | V | Amou | _ ` ′ | Price | | | | (I) (Instr. 4) | (111311. 4) |
| Common | Stock | | 02/20/2007 | | | | A | | 2,500 (1) | A | \$ 0 | 17,454 | | | D | |
| Common | Stock | | | | | | | | | | | 1,094 | | | I | by Spouse |
| Reminder: | Report on a s | separate line fo | r each class of secur | | • | | | Pers cont the f | ons whained i | no respoi n this for splays a | m are curre | not requality valid | OMB con | ormation spond unle trol numbe | ss | 1474 (9-02) |
| | | 4. Trans | action | warrants, op 5. | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Ti Amc Undo Secu (Inst 4) | ttle and ount of erlying urities r. 3 and | | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Owners Form of Derivati Security Direct (or Indire | Ownersh (Instr. 4) D) ect | | | |
| | | | | Cod | e V | (A) | (D) | | | | | 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 02/22/2007

| **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 20, 2007 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.