

SIMON PROPERTY GROUP INC /DE/
 Form 4
 January 02, 2015

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMON DAVID

(Last) (First) (Middle)
 225 W. WASHINGTON STREET
 (Street)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SIMON PROPERTY GROUP INC /DE/ [SPG]

3. Date of Earliest Transaction (Month/Day/Year)
 01/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO/Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 8)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units <u>(1)</u> <u>(2)</u>	\$ 0	01/01/2015	D	280,000						<u>(1)</u>	<u>(1)</u>	Common Stock	280,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
SIMON DAVID 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204	X			CEO/Chairman of the Board	

Signatures

David Simon, and his attorney-in-fact, James M. Barkley	01/02/2015
<u>**Signature of Reporting Person</u>	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).

Effective December 31, 2013, 720,000 service-based vesting long-term incentive performance ("LTIP") units of Simon Property Group, L.P. (the "Operating Partnership") originally granted to the reporting person on July 6, 2011, were cancelled in consideration of the grant to the reporting person of 360,000 LTIP Units on December 31, 2013, and 360,000 LTIP Units on January 1, 2014, that are subject to

(1) both service-based vesting requirements and the attainment of specified goals for funds from operations in 2015 and 2016. Effective January 1, 2015, 280,000 service-based LTIP Units of the Operating Partnership originally granted to the reporting person on July 6, 2011, were cancelled in consideration of the grant to the reporting person of 280,000 LTIP Units on January 1, 2015, that are subject to both service-based vesting requirements and the attainment of specified goals for funds from operations in 2017.

Simon Property Group, Inc. (the "Company") is the sole general partner of the Operating Partnership. After vesting, each LTIP Unit may

(2) be converted into a unit of partnership interest of the Operating Partnership and exchanged for a share of Company common stock or cash, as selected by the Company.

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

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