

SIMON HERBERT
Form 4
December 22, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMON HERBERT

2. Issuer Name **and** Ticker or Trading
Symbol

SIMON PROPERTY GROUP INC
/DE/ [SPG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

225 W. WASHINGTON STREET

(Street)

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

12/20/2011

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman Emeritus of the Board

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person

☐ Form filed by More than One Reporting
Person

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/20/2011		S		25,000 (2)	D	\$ 126.9269	1,334,667	I	By the Herbert Simon Revocable Trust ⁽¹⁾
Common Stock	12/20/2011		S		25,000 (2)	D	\$ 126.2957	1,309,667	I	By Herbert Simon Revocable Trust ⁽¹⁾
Common Stock	12/21/2011		S		28,827 (2)	D	\$ 126.3813	1,280,840	I	By the Herbert Simon

Common Stock	12/22/2011	S	75,000 (2)	D	\$	1,205,840 (3)	I	Revocable Trust ⁽¹⁾ By the Herbert Simon Revocable Trust ⁽¹⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

Herbert Simon, and his attorney-in-fact, Shelly Doran	12/22/2011
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 **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) The reporting person is the trustee of the Herbert Simon Revocable Trust (the "Trust"), who disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(2) All shares were sold by the Trust.

Total number of shares includes: a. 2,353 shares owned by the Trust. b. 30.94% of the shares held by Melvin Simon & Associates, Inc., ("MSA"), or 167,167 shares. The Trust owns 30.94% of MSA. c. 30.94% of the shares held by Voting Trust formed pursuant to a Second Amended and Restated Voting Trust Agreement, Voting Agreement and Proxy entered into as of March 1, 2004 between Melvin Simon & Associates, Inc., an Indiana corporation and Melvin Simon, Herbert Simon and David Simon ("Voting Trust"), or 1,036,320 shares. The Trust owns 30.94% of the economic interest of the Voting Trust. Does not include shares that may be issued upon the exchange of units of partnership interest in Simon Property Group, L.P. ("Units"). Units held by limited partners are exchangeable either for shares of Common (on a one-to-one basis) or for cash

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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