

MILLS CORP
Form 3
March 30, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SIMON PROPERTY GROUP INC /DE/ | | (Month/Day/Year) | MILLS CORP [MLS] | |
| (Last) | (First) | 03/29/2007 | | |
| | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 225 W. WASHINGTON STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| INDIANAPOLIS,Â INÂ 46204 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 48,935,908 | I | See Note <u>(1)</u> <u>(2)</u> |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

| | | | | | |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SIMON PROPERTY GROUP INC /DE/ 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204 | Â | Â X | Â | Â |
| SIMON PROPERTY GROUP L P /DE/ 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204 | Â | Â X | Â | Â |

Signatures

SIMON PROPERTY GROUP, INC. By: Richard S. Sokolov 03/29/2007

**Signature of Reporting Person Date

SIMON PROPERTY GROUP, L.P. By: Richard S. Sokolov 03/29/2007

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Represents shares of common stock, par value \$0.01 per share, of The Mills Corporation (the "Shares"), accepted for payment by SPG-FCM Ventures, LLC pursuant to its tender offer for all outstanding Shares, and does not include the 22,000,000 Shares for which (1) SPG-FCM Acquisition, Inc. has given notice to exercise its option to acquire, under the Short Form Merger Option Agreement dated February 12, 2007 among The Mills Corporation, SPG-FCM Ventures, LLC and SPG-FCM Acquisition, Inc. The number of Shares reported includes all shares tendered pursuant to notice of guaranteed delivery.

(2) SPG-FCM Ventures, LLC (the "Joint Venture") is an indirect subsidiary of Simon Property Group, Inc., and Simon Property Group, L.P. (collectively the "Simon Entities") and Farallon Capital Partners, L.P., a California limited partnership, Farallon Capital Institutional Partners II, L.P., a California limited partnership, Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership and Tincum Partners, L.P., a New York limited partnership, (collectively, the "Farallon Entities"). As a result of this relationship, the Joint Venture, the Simon Entities and the Farallon Entities collectively may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities and Exchange Act of 1934, as amended, and may be deemed to beneficially own more than 10% of the Issuer.

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.