

SIMON PROPERTY GROUP INC /DE/
Form 4
December 23, 2004

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 *
YORK M DENISE DEBARTOLO

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2004

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

7620 MARKET STREET

(Street)

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

YOUNGSTOWN, OH 44512

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------------------|---|--|-----------------------------------|
| | | | | Code | V | Amount or Price | | | |
| Common Stock | 12/22/2004 | | M | | | 3,000 A \$ 25.5 | 12,616 | D | |
| Common Stock | 12/22/2004 | | M | | | 3,000 A \$ 29.625 | 15,616 | D | |
| Common Stock | 12/22/2004 | | M | | | 3,000 A \$ 26.0313 | 18,616 | D | |
| Common Stock | 12/22/2004 | | M | | | 3,000 A \$ 25.76 | 21,616 | D | |
| Common Stock | 12/22/2004 | | M | | | 3,000 A \$ 33.675 | 24,616 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 12/23/2004 | S | 1,100 | D | \$ 64.85 | 23,516 | D |
| Common Stock | 12/23/2004 | S | 700 | D | \$ 64.83 | 22,816 | D |
| Common Stock | 12/23/2004 | S | 200 | D | \$ 64.82 | 22,616 | D |
| Common Stock | 12/23/2004 | S | 100 | D | \$ 64.81 | 22,516 | D |
| Common Stock | 12/23/2004 | S | 900 | D | \$ 64.8 | 21,616 | D |
| Common Stock | 12/23/2004 | S | 3,700 | D | \$ 64.64 | 17,916 | D |
| Common Stock | 12/23/2004 | S | 700 | D | \$ 64.62 | 17,216 | D |
| Common Stock | 12/23/2004 | S | 100 | D | \$ 64.6 | 17,116 | D |
| Common Stock | 12/23/2004 | S | 200 | D | \$ 64.59 | 16,916 | D |
| Common Stock | 12/23/2004 | S | 900 | D | \$ 64.55 | 16,016 | D |
| Common Stock | 12/23/2004 | S | 1,600 | D | \$ 64.52 | 14,416 | D |
| Common Stock | 12/23/2004 | S | 200 | D | \$ 64.53 | 14,216 | D |
| Common Stock | 12/23/2004 | S | 1,600 | D | \$ 64.54 | 12,616 | D |
| Common Stock | 12/23/2004 | S | 1,000 | D | \$ 64.66 | 11,616 | D |
| Common Stock | 12/23/2004 | S | 100 | D | \$ 64.47 | 11,516 | D |
| Common Stock | 12/23/2004 | S | 800 | D | \$ 64.42 | 10,716 | D |
| Common Stock | 12/23/2004 | S | 1,100 | D | \$ 64.43 | 9,616 | D |

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)**

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).

The reporting person elected to exchange 103,624 units of limited partnership interest ("Units") of Simon Property Group, L.P., of which the issuer is the general partner. Units may be exchanged for an equal number of shares of the issuer's common stock, or cash, as selected by the issuer. The issuer elected to pay cash for the exchanged Units.

(2) 1:1

(3) Right to Buy

(4) None

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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