

SIMON HERBERT  
Form 4  
March 02, 2010

**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 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)  
02/26/2010

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

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

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

**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)
				(A) or (D) Code V Amount (D) Price			

Common Stock	02/26/2010		P	328,598 (1)	A \$ 78.51	1,215,264 (2) (3)	I	
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By The  
Herbert  
Simon  
Revocable  
Trust u/a/d  
December 19,  
2008

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

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SEC 1474  
(9-02)

number.

**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 (Instr. 5)
				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  
 03/02/2010  
 \*\*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) Private purchase from MH Holdings, Inc.  
 Includes 50% of the shares held by MH Holdings, Inc. ("MH"). The reporting person is the trustee of the Herbert Simon Revocable Trust u/a/d December 19, 2008 (the "Trust"), which is the 50% owner of MH and disclaims beneficial ownership except to the extent of his pecuniary interest therein. Also includes 30.94% of the shares held by Melvin Simon & Associates, Inc. ("MSA"). The Trust owns 30.94% of MSA, and the reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (2) Includes the following shares received by the Trust during 2009 as stock dividends: 1,833 common shares received on March 18, 2009, 804 common shares received on June 19, 2009, 647 common shares received on September 18, 2009 and 447 common shares received on December 18, 2009. Also includes 30.94% of the shares received by MSA during 2009 as stock dividends, as follows: 30,415 common shares received on March 18, 2009, 10,429 common shares received on June 19, 2009, 8,325 common shares received on September 18, 2009 and 7,403 common shares received on December 18, 2009. Also includes 50% of the shares received by MH during 2009 as stock dividends, as follows: 4,450 common shares received on March 18, 2009, 1,526 common shares received on June 19, 2009, 1,218 common shares received on September 18, 2009 and 1,083 common shares received on December 18, 2009. The Company's quarterly dividends in 2009 were paid in a combination of cash and shares of common stock.

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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