

COPPOLA ARTHUR M
Form 4
February 13, 2013

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 *
COPPOLA ARTHUR M

(Last) (First) (Middle)

THE MACERICH COMPANY, 401
WILSHIRE BOULEVARD #700

(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MACERICH CO [MAC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2012

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)
Chairman & CEO

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 Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				(A)	(D)				
OP Units	<u>(1)</u>	12/18/2012	G V	108,057	<u>(2)</u>	03/16/1995	<u>(3)</u>	Common Stock	108,0
LTIP Units	<u>(5)</u>	02/11/2013	A	100,000		<u>(5)</u>	<u>(5)</u>	Common Stock	100,0
OP Units	<u>(1)</u>	02/12/2013	G V	108,057	<u>(6)</u>	03/16/1995	<u>(3)</u>	Common Stock	108,0
OP Units	<u>(1)</u>	02/12/2013	G V	1,655,998.5	<u>(7)</u>	<u>(8)</u>	<u>(3)</u>	Common Stock	1,655,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COPPOLA ARTHUR M THE MACERICH COMPANY 401 WILSHIRE BOULEVARD #700 SANTA MONICA, CA 90401	X		Chairman & CEO	

Signatures

Madonna R. Shannon for ARTHUR M. COPPOLA
Date: 02/13/2013

__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) Redeemable for an equal number of shares of common stock of the Issuer or, at the election of the Issuer, cash equal to the then fair market value of such shares.
- (2) Gifts by the reporting person to three trusts for the benefit of the reporting person's children.
- (3) None.
- (4) The reporting person disclaims beneficial ownership of the securities held in the trusts, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
Represents the vesting of performance-based units of limited partnership interest in The Macerich Partnership, L.P. (the "Partnership"), of which the Issuer is the general partner. These LTIP Units were issued as long-term incentive compensation and vested upon achievement of certain pre-established performance criteria. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into a common unit of limited partnership interest in the Partnership (the "Common Unit"). Each Common Unit may be redeemed after January 31, 2015, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit for one share of Common Stock. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.
- (6) Gifts by three family trusts to family LLC of which the reporting person is the sole manager.

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- (7) Gifts by the reporting person to family LLCs of which the reporting person is the sole manager.

The exercise date for 1,135,259 OP Units is March 16, 1995; the exercise date for 42,944.5 OP Units is June 22, 2009; the exercise date

- (8) for 20,435 OP Units is March 15, 2011; the exercise date for 207,360 OP Units is February 1, 2013; the exercise date for 150,000 OP Units is February 1, 2014 and the exercise date for 100,000 OP Units is February 1, 2015.

The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting

- (9) person is the beneficial owner of such securities for purposes of Section 16 or otherwise, except to the extent of the reporting person's pecuniary interests.

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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