

STERRETT STEPHEN E
Form 5
January 07, 2013

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STERRETT STEPHEN E

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP/Chief Financial Officer

225 W. WASHINGTON STREET
(Street)

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

6. Individual or Joint/Group Reporting
(check applicable line)

INDIANAPOLIS, IN 46204

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

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

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | | | | (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------|---------------------|------------|---|---|-----------------------------|--------|------------------|------------------|--------------|----------------------------|
| | | | | | (A) | (D) | | | | |
| LTIP Units ⁽¹⁾ | Â | 12/21/2012 | Â | G | Â | 18,618 | Â ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 18,618 |
| LTIP Units ⁽¹⁾ | Â | 12/21/2012 | Â | G | 18,618 | Â | Â ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 18,618 |
| LTIP Units ⁽¹⁾ | Â | 12/21/2012 | Â | G | Â | 13,382 | Â ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 13,382 |
| LTIP Units ⁽¹⁾ | Â | 12/21/2012 | Â | G | 13,382 | Â | Â ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 13,382 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| STERRETT STEPHEN E 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204 | Â | Â | Â | EVP/Chief Financial Officer |

Signatures

Stephen E. Sterrett, and his attorney-in-fact, Shelly Doran

01/07/2013

__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).

Represent long-term performance units ("LTIP Units") of Simon Property Group, L.P. (the "Operating Partnership") of which Simon Property Group, Inc. (the "Company") is the general partner. Each earned and fully vested LTIP Unit may be converted into units of limited partnership of the Operating Partnership ("Units"). Each Unit may be exchanged for a share of Company common stock, or cash, as selected by the Company. The LTIP Units are earned and fully vested as of the date of this report. The reported transactions involve the reporting person's gift of the LTIP Units to an irrevocable trust for the benefit of the reporting person's family. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.