

SIMON HERBERT
Form 4
December 22, 2011

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)
12/20/2011

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) | Price | | | |
| Common Stock | 12/20/2011 | | S | 25,000 (2) D | \$ 126.9269 | 1,334,667 | I | By the Herbert Simon Revocable Trust (1) |
| Common Stock | 12/20/2011 | | S | 25,000 (2) D | \$ 126.2957 | 1,309,667 | I | By Herbert Simon Revocable Trust (1) |
| Common Stock | 12/21/2011 | | S | 28,827 (2) D | \$ 126.3813 | 1,280,840 | I | By the Herbert Simon |

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) The reporting person is the trustee of the Herbert Simon Revocable Trust (the "Trust"), who disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (2) All shares were sold by the Trust.

Total number of shares includes: a. 2,353 shares owned by the Trust. b. 30.94% of the shares held by Melvin Simon & Associates, Inc., ("MSA"), or 167,167 shares. The Trust owns 30.94% of MSA. c. 30.94% of the shares held by Voting Trust formed pursuant to a Second Amended and Restated Voting Trust Agreement, Voting Agreement and Proxy entered into as of March 1, 2004 between Melvin Simon

- (3) & Associates, Inc., an Indiana corporation and Melvin Simon, Herbert Simon and David Simon ("Voting Trust"), or 1,036,320 shares. The Trust owns 30.94% of the economic interest of the Voting Trust. Does not include shares that may be issued upon the exchange of units of partnership interest in Simon Property Group, L.P. ("Units"). Units held by limited partners are exchangeable either for shares of Common (on a one-to-one basis) or for cash

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.