

SIMON PROPERTY GROUP INC /DE/

Form 4

December 23, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	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.

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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)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Simon Property Group, Inc. ("SPG Units") (1)	(2)	12/23/2004		C	103,624	08/10/1996	(4)	Common Stock, \$.0001 par value	103,624
Director Option (3)	\$ 25.5	12/22/2004		M	3,000	03/01/2000	03/01/2009	Common Stock	3,000
Director Option (3)	\$ 29.625	12/22/2004		M	3,000	05/12/2000	05/12/2009	Common Stock	3,000
Director Option (3)	\$ 26.0313	12/22/2004		M	3,000	05/10/2001	05/10/2010	Common Stock	3,000
Director Option (3)	\$ 25.76	12/22/2004		M	3,000	05/08/2002	05/08/2011	Common Stock	3,000
Director Option (3)	\$ 33.675	12/22/2004		M	3,000	05/08/2003	05/08/2012	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YORK M DENISE DEBARTOLO 7620 MARKET STREET YOUNGSTOWN, OH 44512	X			

Signatures

M. Denise DeBartolo York, and her attorney-in-fact, Shelly
Doran 12/22/2004

____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).

The reporting person elected to exchange 103,624 units of limited partnership interest ("Units") of Simon Property Group, L.P., of which

(1) 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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