

YORK M DENISE DEBARTOLO

Form 4

May 12, 2005

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)

05/10/2005

☒ 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 Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|---------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/10/2005 | | M | | 136,000 | A | 11 | 136,000 | D |
| Common Stock | 05/10/2005 | | S | | 700 | D | \$ 67.91 | 135,300 | D |
| Common Stock | 05/10/2005 | | S | | 500 | D | \$ 67.9 | 134,800 | D |
| Common Stock | 05/10/2005 | | S | | 5,000 | D | \$ 67.89 | 129,800 | D |
| Common Stock | 05/10/2005 | | S | | 1,900 | D | \$ 67.88 | 127,900 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 05/10/2005 | S | 7,500 | D | \$ 67.85 | 120,400 | D |
| Common Stock | 05/10/2005 | S | 1,500 | D | \$ 67.84 | 118,900 | D |
| Common Stock | 05/10/2005 | S | 1,100 | D | \$ 67.83 | 117,800 | D |
| Common Stock | 05/10/2005 | S | 900 | D | \$ 67.82 | 116,900 | D |
| Common Stock | 05/10/2005 | S | 1,200 | D | \$ 67.81 | 115,700 | D |
| Common Stock | 05/10/2005 | S | 8,200 | D | \$ 67.8 | 107,500 | D |
| Common Stock | 05/10/2005 | S | 2,900 | D | \$ 67.79 | 104,600 | D |
| Common Stock | 05/10/2005 | S | 2,600 | D | \$ 67.78 | 102,000 | D |
| Common Stock | 05/10/2005 | S | 500 | D | \$ 67.77 | 101,500 | D |
| Common Stock | 05/10/2005 | S | 100 | D | \$ 67.76 | 101,400 | D |
| Common Stock | 05/10/2005 | S | 3,600 | D | \$ 67.75 | 97,800 | D |
| Common Stock | 05/10/2005 | S | 4,000 | D | \$ 67.68 | 93,800 | D |
| Common Stock | 05/10/2005 | S | 2,000 | D | \$ 67.65 | 91,800 | D |
| Common Stock | 05/10/2005 | S | 300 | D | \$ 67.64 | 91,500 | D |
| Common Stock | 05/10/2005 | S | 600 | D | \$ 67.62 | 90,900 | D |
| Common Stock | 05/10/2005 | S | 100 | D | \$ 67.61 | 90,800 | D |
| Common Stock | 05/10/2005 | S | 1,800 | D | \$ 67.59 | 89,000 | D |
| Common Stock | 05/10/2005 | S | 2,100 | D | \$ 67.58 | 86,900 | D |
| Common Stock | 05/10/2005 | S | 2,500 | D | \$ 67.57 | 84,400 | D |
| Common Stock | 05/10/2005 | S | 3,500 | D | \$ 67.56 | 80,900 | D |
| | 05/10/2005 | S | 8,200 | D | | 72,700 | D |

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Common Stock \$ 67.55

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 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 or Number of Shares |
| Simon Property Group, Inc. ("SPG Units") | (2) | 05/10/2005 | | C | 136,000 | 08/10/1996 (3) | Common Stock 136,000 |

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 05/10/2005

__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) The reporting person elected to exchange 136,000 units of limited partnership interest ("Units") of Simon Property Group, L.P., of which the issuer is the general partner. Units may be exchanged for an equal number of shares of issuer's common stock, or cash, as selected by the issuer. Common stock was issued for the exchanged Units. The closing price of a share of common stock on May 10, 2005 as reported by the New York Stock Exchange was \$67.93.

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(2) 1:1

(3) 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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