

SOKOLOV RICHARD S

Form 4

December 18, 2009

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOKOLOV RICHARD S

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)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2009

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and COO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/16/2009		M		50,000	A	\$ 23.4063
Common Stock	12/16/2009		S		50,000	D	\$ 77.2683
Common Stock	12/16/2009		M		50,000	A	\$ 25.54
Common Stock	12/16/2009		S		50,000	D	\$ 77.2683

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

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(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 (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
Employee Stock Option ⁽¹⁾	\$ 23.4063	12/16/2009		M		20,000		03/23/2001	03/23/2010	Common Stock	20,000
Employee Stock Option ⁽¹⁾	\$ 23.4063	12/16/2009		M		15,000		03/23/2002	03/23/2010	Common Stock	15,000
Employee Stock Option ⁽¹⁾	\$ 23.4063	12/16/2009		M		15,000		03/23/2003	03/23/2010	Common Stock	15,000
Employee Stock Option ⁽¹⁾	\$ 25.54	12/16/2009		M		20,000		03/26/2002	03/26/2011	Common Stock	20,000
Employee Stock Option ⁽¹⁾	\$ 25.54	12/16/2009		M		15,000		03/26/2003	03/26/2011	Common Stock	15,000
Employee Stock Option ⁽¹⁾	\$ 25.54	12/16/2009		M		15,000		03/26/2004	03/26/2011	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOKOLOV RICHARD S 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204	X		President and COO	

Signatures

Richard S. Sokolov, and his attorney-in-fact, Shelly
Doran

12/16/2009

__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) Right to Buy

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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