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SIMON PROPERTY GROUP INC /DE/

Form 4

February 27, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SIMON DAVID

2. Issuer Name and Ticker or Trading Symbol

Issuer

SIMON PROPERTY GROUP INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

/DE/[SPG]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

4. If Amendment, Date Original

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year) 02/26/2014

below) below) CEO/Chairman of the Board

225 W. WASHINGTON STREET

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

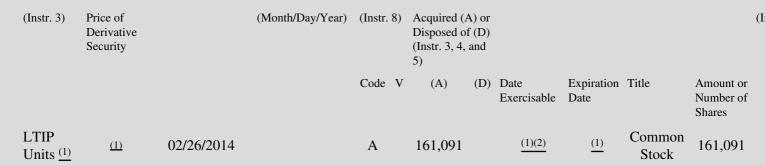
7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

8.

D

S

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SIMON DAVID

225 W. WASHINGTON STREET X CEO/Chairman of the Board

225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204

Signatures

David Simon, and his attorney-in-fact, James M. Barkley

02/27/2014

**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).

Represents long-term incentive performance ("LTIP") units of Simon Property Group, L.P. (the "Operating Partnership"), of which Simon Property Group, Inc. (the "Company") is the general partner, issued as long-term incentive compensation pursuant to the Operating

- (1) Partnership's 1998 Stock Incentive Plan in compliance with Rule 16b-3. When earned and vested, each LTIP unit may be converted into a unit of limited partnership interest ("Partnership Unit"). Each Partnership Unit may be exchanged for a share of the Company's common stock, or cash, as selected by the Company.
 - On July 6, 2011, the reporting person was awarded a maximum of 161,091 LTIP units, subject to certain performance conditions. On February 26, 2014, the Compensation Committee of the Board of Directors of the Company determined that the extent to which the
- (2) performance measures had been achieved during the performance period resulted in 100%, or 161,091, of the LTIP units becoming earned LTIP units. The earned LTIP units vest in two equal installments on January 1, 2015 and January 1, 2016 subject to a continued service requirement.

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.

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