

SOKOLOV RICHARD S  
Form 4  
December 18, 2009

**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 \*  
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)

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

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

INDIANAPOLIS, IN 46204

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

(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	12/16/2009		M		50,000 A \$ 23.4063	473,996	D
Common Stock	12/16/2009		S		50,000 D \$ 77.2683	423,996	D
Common Stock	12/16/2009		M		50,000 A \$ 25.54	473,996	D
Common Stock	12/16/2009		S		50,000 D \$ 77.2683	423,996	D

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