

SIMON HERBERT
Form 4
November 14, 2011

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 *
SIMON HERBERT

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)
11/09/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman Emeritus of the Board

INDIANAPOLIS, IN 46204
(City) (State) (Zip)

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

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 (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	11/09/2011		S		70,017 (2)	D	\$ 128.1176	1,487,974	I	By the Herbert Simon Revocable Trust (1)
Common Stock	11/11/2011		S		51,807 (3)	D	\$ 128.0488	1,436,167 (4)	I	By the Herbert Simon Revocable Trust (1)

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

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exchange of units of partnership interest in Simon Property Group, L.P. ("Units"). Units held by limited partners are exchangeable either for shares of Common (on a one-to-one basis) or for cash.

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