

MACERICH CO
Form 4
February 11, 2015

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 *
Leanse Thomas J.

(Last) (First) (Middle)

THE MACERICH COMPANY, 401
WILSHIRE BLVD., SUITE 700

(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MACERICH CO [MAC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior EVP, CLO and Secretary

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	(D)	Price
Common Stock	02/09/2015		M		39,932	A	\$ 59.57
Common Stock	02/09/2015		D		27,236	D	\$ 87.34
Common Stock	02/09/2015		C		15,000 (1)	A	\$ 0
Common Stock	02/10/2015		S		27,500	D	\$ 87.4564 (2)
							507 (3) (4) (5)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
OP Units	<u>(6)</u>	12/30/2014		G	2,500 <u>(7)</u>	09/01/2012 <u>(8)</u>	Common Stock	2,500
OP Units	<u>(6)</u>	02/04/2015		G	2,500	09/01/2012 <u>(8)</u>	Common Stock	2,500
OP Units	<u>(1)</u>	02/09/2015		C	15,000	09/01/2012 <u>(8)</u>	Common Stock	15,000
Stock Appreciation Rights	\$ 59.57	02/09/2015		M	39,932	09/01/2012 09/01/2022	Common Stock	39,932

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leanse Thomas J. THE MACERICH COMPANY 401 WILSHIRE BLVD., SUITE 700 SANTA MONICA, CA 90401			Senior EVP, CLO and Secretary	

Signatures

Madonna R. Shannon, for THOMAS J. LEANSE 02/11/2015

**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)

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The reporting person redeemed 15,000 units of limited partnership interest ("Units") of The Macerich Partnership, L.P., of which the issuer is the general partner. Units are redeemable for an equal number of shares of the issuer's common stock or, at the election of the issuer, cash equal to the fair market value of such shares. The issuer elected to redeem the reporting person's Units with common stock. The reporting person also holds 10,338 vested performance-based LTIP Units and 7,284 unvested service-based LTIP Units.

- (2) The sales price ranged from \$87.25 to \$87.68.
- (3) The reporting person sold 12,500 shares received upon exercise of his stock appreciation rights and 15,000 shares received upon redemption of his Units. These shares were sold in connection with tax planning.
- (4) The reporting person also holds 161 shares in a trust for the benefit of one of his children.
In addition, 50 shares are held by his adult child who is currently sharing the reporting person's household. The reporting person disclaims
- (5) beneficial ownership of all shares held by this child, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or otherwise.
- (6) Redeemable for an equal number of shares of the issuer's common stock or, at the election of the issuer, cash equal to the fair market value of such shares.
- (7) These securities were gifted to two separate entities.
- (8) 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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