

SIMON PROPERTY GROUP INC /DE/
 Form 4
 March 02, 2017

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 DAVID

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)
02/28/2017

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

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units ⁽¹⁾	<u>(1)</u>	02/28/2017	A		43,751		<u>(1)(2)</u>	<u>(1)</u>	Common Stock	43,751
CEO LTIP Units ⁽³⁾	\$ 0 ⁽³⁾	02/28/2017	A		360,000 ⁽⁴⁾		<u>(3)</u>	<u>(3)</u>	Common Stock	360,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMON DAVID 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204	X			CEO/Chairman of the Board

Signatures

/s/ David Simon by his attorney-in-fact, Steven E. Fivel

03/02/2017

__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 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.

(1) On April 16, 2014, the reporting person was awarded a maximum of 110,093 LTIP units, subject to certain performance conditions. On February 28, 2017, the Compensation Committee of the Board of Directors of the Company determined that the extent to which the performance measures had been achieved during the performance period resulted in 39.7%, or 43,751 of the LTIP units becoming earned LTIP units. The earned LTIP units vest in two equal installments on January 1, 2018 and January 1, 2019 subject to a continued service requirement.

(3) Represents long-term incentive performance units ("CEO LTIP Units") of the Operating Partnership, of which the Company is the general partner, issued as long-term incentive compensation to the reporting person pursuant to his amended and restated CEO LTIP Unit Award Agreement effective as of December 31, 2013. When earned and vested, each CEO LTIP Unit may be converted into a Partnership Unit. Each Partnership Unit may be exchanged for a share of the Company's common stock, or cash, as selected by the Company.

(4) On January 1, 2014, the reporting person was awarded a maximum of 360,000 CEO LTIP Units (the "Class B Units"), subject to certain performance conditions. This award was previously reported on a Form 4 filed on February 27, 2014. On February 28, 2017, the Compensation Committee of the Board of Directors of the Company determined that the extent to which the performance measures for the Class B Units had been achieved during the performance period resulted in 100%, or 360,000 of the Class B LTIP Units becoming earned Class B LTIP Units. The earned Class B LTIP Units vest on January 1, 2019 subject to a continued service requirement.

(5)

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These 720,000 CEO LTIP Units are made up of the 360,000 earned Class B LTIP Units as well as 360,000 CEO LTIP Units (the "Class A Units") that were awarded to the reporting person on December 31, 2013, subject to certain performance conditions. This award of the Class A Units was previously reported on a Form 4 filed on February 27, 2014. On March 1, 2016, the Compensation Committee of the Board of Directors of the Company determined that the extent to which the performance measures for the Class A Units had been achieved during the performance period resulted in 100%, or 360,000 of the Class A LTIP Units becoming earned Class A LTIP Units. The earned Class A LTIP Units vest on January 1, 2018 subject to a continued service requirement.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

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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