

TAUBMAN CENTERS INC

Form 4

February 23, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TAUBMAN ROBERT S

(Last) (First) (Middle)

200 EAST LONG LAKE RD, C/O
THE TAUBMAN CO, SUITE 300

(Street)

BLOOMFIELD HILLS, MI 48304

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TAUBMAN CENTERS INC [TCO]

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

01/01/2004

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)

President, CEO, and Chair BOD

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)
Common Stock	01/01/2004		M ⁽¹⁾	150,426.57 A	\$ 0	150,426.57 D	
Common Stock	01/01/2004		D ⁽¹⁾	150,426.57 D	\$ 20.753	0	D
Common Stock					2,000	I	By daughter ⁽²⁾
Common Stock					500	I	By son ⁽²⁾
Common Stock					9,000	I	By son ⁽²⁾

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Common Stock	500	I	By son ⁽²⁾
Common Stock	1,000	I	By wife ⁽²⁾
Common Stock	186,837	I	By general partnership ⁽³⁾
Common Stock	300,000	I	By limited liability company ⁽⁴⁾

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Notional Shares of Common Stock	(5)	01/01/2004		M(1)	150,426.57	01/01/2004	01/01/2004	Common Stock	150

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TAUBMAN ROBERT S 200 EAST LONG LAKE RD C/O THE TAUBMAN CO, SUITE 300 BLOOMFIELD HILLS, MI 48304	X President, CEO, and Chair BOD

Signatures

/s/ Jeffrey H. Miro,
Attorney-in-Fact 02/23/2005

 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 the payment of an award to the reporting person under The Taubman Company Long-Term Performance Compensation Plan.

- (1) The award was granted as of January 1, 1996 and vested on January 1, 1999, but receipt of payment of the award was deferred by the reporting person to January 1, 2004. The award, which was denominated in notional shares of common stock, was paid in cash pursuant to the original terms of the award.
- (2) The reporting person disclaims all beneficial interest in the shares of Common Stock owned by his wife and children.
- (3) The reporting person disclaims all beneficial interest in the shares of Common Stock owned by such partnership beyond his pecuniary interest therein.
- (4) The reporting person disclaims all beneficial interest in the shares of Common Stock owned by such company beyond his pecuniary interest therein.
- (5) Each notional share represents an economic interest equivalent to one share of Common Stock.

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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