

MAUTNER HANS C
Form 4
May 12, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MAUTNER HANS C

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)
250 BIS, RUE DU FAUBOURG
SAINT - HONORE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President- International Div.

75008 PARIS, FRANCE

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 05/11/2010 | | M | 83,333 | A | \$ 25.54 | 551,243 ⁽¹⁾ D |
| Common Stock | 05/11/2010 | | S | 75,000 | D | \$ 91 ⁽³⁾ | 476,243 D |

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

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SEC 1474
(9-02)

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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 ⁽²⁾ | \$ 25.54 | 05/11/2010 | | M | 33,333 | 03/26/2002 03/26/2011 | Common Stock 33,333 |
| Employee Stock Option ⁽²⁾ | \$ 25.54 | 05/11/2010 | | M | 25,000 | 03/26/2003 03/26/2011 | Common Stock 25,000 |
| Employee Stock Option ⁽²⁾ | \$ 25.54 | 05/11/2010 | | M | 25,000 | 03/26/2004 03/26/2011 | Common Stock 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MAUTNER HANS C 250 BIS, RUE DU FAUBOURG SAINT - HONORE 75008 PARIS, FRANCE | | | President- International Div. | |

Signatures

Hans C. Mautner, and his attorney-in-fact, Shelly Doran
05/11/2010
**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).
- Includes 3,938 common shares received on 6/19/09 as dividends, 3,297 common shares received on 9/18/09 as dividends and 2,923
- (1) common shares received on 12/18/09 as dividends. The Company's quarterly dividends were paid in a combination of cash and shares of common stock.
 - (2) Right to buy
 - (3) Price of the non-derivative securities is based on a weighted average price. The stock sale prices range from 90.70 to 91.56.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.