

Leopold Simon
 Form 4
 April 03, 2019

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

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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 *
 Leopold Simon

(Last) (First) (Middle)

TAUBMAN CENTERS, INC., 200
 E. LONG LAKE ROAD, 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)

04/01/2019

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)

EVP, CFO and Treasurer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial 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 (Instr. 3)	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 Underlying Security (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Restricted TRG Profits Units <u>(1)</u> <u>(2)</u> <u>(3)</u>	\$ 0	04/01/2019	C	6,067		<u>(1)(2)(3)</u>	<u>(1)</u>	Common Stock
Relative TSR Performance-based TRG Profits Units <u>(1)</u> <u>(2)</u> <u>(3)</u>	\$ 0	04/01/2019	C	2,896		<u>(1)(2)(3)</u>	<u>(1)</u>	Common Stock
NOI Performance-based TRG Profits Units <u>(1)</u> <u>(2)</u> <u>(3)</u>	\$ 0	04/01/2019	C	3,999		<u>(1)(2)(3)</u>	<u>(1)</u>	Common Stock
Units of Limited Partnership	\$ 0	04/01/2019	<u>C(1)</u>	6,067		<u>(4)</u>	<u>(5)</u>	Common Stock
Units of Limited Partnership	\$ 0	04/01/2019	<u>C(1)</u>	2,896		<u>(4)</u>	<u>(5)</u>	Common Stock
Units of Limited Partnership	\$ 0	04/01/2019	<u>C(1)</u>	3,999		<u>(4)</u>	<u>(5)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leopold Simon TAUBMAN CENTERS, INC. 200 E. LONG LAKE ROAD, SUITE 300 BLOOMFIELD HILLS, MI 48304			EVP, CFO and Treasurer	

Signatures

/s/ Michael S. Ben,
Attorney-in-Fact

04/03/2019

**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).

Restricted TRG Profits Units, Relative TSR Performance-based TRG Profits Units, and NOI Performance-based TRG Profits Units
(1) (collectively, "Profits Units") converted to units of limited partnership interest in The Taubman Realty Group Limited Partnership (TRG) (Units of Limited Partnership) on April 1, 2019 upon satisfaction of the tax-driven requirements.

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- (2) Under the Company's Continuing Offer to employees covered by the Omnibus Long-Term Incentive Plans and certain other partners in TRG, each Unit of Limited Partnership held by an offeree is exchangeable for one share of the Company's common stock.
- Upon conversion of the Profits Units to Units of Limited Partnership, the holder has the right to purchase one share of the voting Series B
- (3) Non-Participating Convertible Preferred Stock of Taubman Centers, Inc. (TCO) (Series B Preferred Stock) for each Unit of Limited Partnership held. The reporting person purchased the same amount of Series B Preferred Stock upon conversion.
- (4) To avoid duplication, excludes the same number of Series B Preferred Stock held by such persons, which under specified circumstances can be converted into common stock of TCO at a ratio of one share of common stock for each 14,000 shares of Series B Preferred Stock.
- (5) Not applicable.

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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