

Edgar Filing: TAUBMAN CENTERS INC - Form SC 13D/A

TAUBMAN CENTERS INC
Form SC 13D/A
November 15, 2002

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)

TAUBMAN CENTERS, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.001 PER SHARE
(Title of Class of Securities)

82966U-10-3

(CUSIP Number)

KENNETH H. GOLD, ESQ.
MIRO WEINER & KRAMER
500 N. WOODWARD AVENUE
BLOOMFIELD HILLS, MICHIGAN 48304
(248) 258-1205

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

NOVEMBER 14, 2002

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

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SCHEDULE 13D/A

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CUSIP No. 876664103

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 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

 ROBERT S. TAUBMAN

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS
 N/A

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2 (d) OR 2 (e)

 6 CITIZENSHIP OR PLACE ORGANIZATION
 UNITED STATES

 7 SOLE VOTING POWER
 2,841,814

NUMBER OF

 8 SHARED VOTING POWER
 547,984*

SHARES

BENEFICIALLY

 9 SOLE DISPOSITIVE POWER
 400,941

OWNED BY

EACH

 10 SHARED DISPOSITIVE POWER
 547,984**

REPORTING

PERSON WITH

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 3,389,798**

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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6.5%

 14 TYPE OF REPORTING PERSON
 IN

 * Includes A) 2,440,873 Shares (as defined herein) and Units (as defined herein) subject to the following voting agreements: (1) Voting Agreement among Robert S. Taubman, Max M. Fisher, as Trustee of The Max M. Fisher Revocable Trust, and Martinique Hotel, Inc.; (2) Voting Agreement between Robert S. Taubman and John Rakolta Jr., Terry Rakolta, the Eileen Heather Vanderkloot Irrevocable Trust, U/A dated 12/22/92, the Lauren Rakolta Irrevocable Trust, U/A dated 12/22/92, the Paige Alexandra Rakolta Irrevocable Trust, U/A dated 12/22/92 and the John Rakolta, III Irrevocable Trust, U/A dated 12/22/92; and (3) Voting Agreement between Robert S. Taubman and Robert C. Larson as Trustee of the Robert C. Larson Revocable Trust u/a/d 11/24/86, as amended; B) 245,016 presently vested options granted to Robert S. Taubman. Does not include 8,500 Shares owned by Mr. Taubman's spouse and Mr. Taubman's child or 942,188 Shares (including Units and shares of Series B Preferred Stock on an as converted basis) owned by The A. Alfred Taubman Restated Revocable Trust, William S. Taubman, TRA Partners, Taub Co. Management Holdings, LLC, Taubman Realty Ventures LLC or TG Partners Limited Partnership of which Mr. Taubman disclaims beneficial ownership to the extent beyond his pecuniary interest in such entities.

** Includes, on an as converted basis, 547,984 shares of Series B Preferred Stock and Units held by R&W-TRG, LLC, a company owned by Mr. Robert S. Taubman and Mr. William S. Taubman.

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 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

 The A. Alfred Taubman Restated Revocable Trust

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 (a) []
 (b) []

 3 SEC USE ONLY []

 4 SOURCE OF FUNDS

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N/A

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES	7 SOLE VOTING POWER 100**	
BENEFICIALLY OWNED BY	8 SHARED VOTING POWER 188,599	
EACH REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 100**	
	10 SHARED DISPOSITIVE POWER 188,599	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 188,699***	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	