

TAUBMAN CENTERS INC

Form 8-A12B

November 22, 2004

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

TAUBMAN CENTERS, INC.

(Exact name of registrant as specified in its charter)

Michigan

38-2033632

(State of Incorporation or Organization)

(I.R.S. Employer Identification No.)

**200 East Long Lake Road, Suite 300,
Bloomfield Hills, Michigan**

48303-0200

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered

**Name of Each Exchange on Which
Each Class is to be Registered**

8% Series G Cumulative Redeemable Preferred Stock

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-35433

Securities to be registered pursuant to Section 12(g) of the Act:

Not applicable

(Title of class)

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Item 1. Description of Registrant's Securities to be Registered.

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Form of Certificate Evidencing 8% Series G Cumulative Redeemable Preferred Stock

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Item 1. Description of Registrant's Securities to be Registered.

The information required by this Item 1 is set forth under the caption "Description of our Series G Preferred Stock" in the Registrant's prospectus supplement dated November 16, 2004 and under the caption "Description of Preferred Stock" in the Registrant's prospectus dated September 19, 1997, each as filed with the Commission on November 17, 2004, under Rule 424(b)(2) as a form of prospectus used after the effectiveness of the Registrant's registration statement on Form S-3 (Registration No. 333-35433), covering the offer and sale of shares of the class of the securities to be registered hereby, which descriptions are incorporated herein by reference.

Item 2. Exhibits

The exhibits to this registration statement are listed in the Exhibit Index, which appears after the signature page and is incorporated herein by reference.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

TAUBMAN CENTERS, INC.

Date: November 19, 2004

By: /s/ Lisa A. Payne
Name: Lisa A. Payne
Title: Executive Vice President and
Chief Financial and Administrative
Officer

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EXHIBIT INDEX

Exhibit Number	Description
2.1	Restated Articles of Incorporation of Taubman Centers, Inc., as amended (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed November 22, 2004).
2.2	Restated By-laws of Taubman Centers, Inc., (incorporated herein by reference to Exhibit (a)(4) filed with the Registrant's Schedule 14D-9/A (Amendment No. 3) filed December 20, 2002).
2.3	Form of certificate evidencing 8% Series G Cumulative Redeemable Preferred Stock of Taubman Centers, Inc.