

SIMON PROPERTY GROUP INC /DE/

Form 4

May 04, 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 *
BARKLEY JAMES M

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)

115 W. WASHINGTON STREET

(Street)

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

05/03/2005

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

General Counsel

INDIANAPOLIS, IN 46204

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/03/2005		M		2,000	A	\$ 23.4063	103,455	D
Common Stock	05/03/2005		S		2,000	D	\$ 66.02	101,455	D
Common Stock	05/03/2005		M		2,000	A	\$ 23.4063	103,455	D
Common Stock	05/03/2005		S		2,000	D	\$ 66.05	101,455	D
Common Stock	05/03/2005		M		300	A	\$ 23.4063	101,755	D

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Common Stock	05/03/2005	S	300	D	\$ 66.21	101,455	D
Common Stock	05/03/2005	M	300	A	\$ 23.4063	101,755	D
Common Stock	05/03/2005	S	300	D	\$ 66.22	101,455	D
Common Stock	05/03/2005	M	5,400	A	\$ 23.4063	106,855	D
Common Stock	05/03/2005	S	5,400	D	\$ 66.15	101,455	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)

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 ⁽¹⁾	\$ 23.4063	05/03/2005		M		2,000		03/23/2002	03/23/2010	Common Stock	2,000
Employee Stock Option ⁽¹⁾	\$ 23.4063	05/03/2005		M		2,000		03/23/2002	03/23/2010	Common Stock	2,000
Employee Stock Option ⁽¹⁾	\$ 23.4063	05/03/2005		M		300		03/23/2003	03/23/2010	Common Stock	300
Employee Stock Option ⁽¹⁾	\$ 23.4063	05/03/2005		M		300		03/23/2003	03/23/2010	Common Stock	300
Employee Stock	\$ 23.4063	05/03/2005		M		5,400		03/23/2003	03/23/2010	Common Stock	5,400

Option (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARKLEY JAMES M 115 W. WASHINGTON STREET INDIANAPOLIS, IN 46204			General Counsel	

Signatures

James M. Barkley, and his attorney-in-fact, Shelly
Doran

05/03/2005

 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).

(1) Right to Buy

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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