

SIMON DAVID

Form 4

February 14, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMON DAVID

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)

225 W. WASHINGTON STREET

(Street)

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

02/12/2018

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO/Chairman of the Board

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

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

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	(D)	Price

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

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(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	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 Amount of Underlying Securities (Instr. 3 and 4)	8. ...
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
CEO LTIP Units ⁽¹⁾	\$ 0 ⁽¹⁾	02/12/2018	A		280,000 ⁽²⁾		⁽¹⁾	⁽¹⁾	Common Stock	280,000 ⁽²⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMON DAVID 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204	X		CEO/Chairman of the Board	

Signatures

/s/ David Simon by his attorney-in-fact, Steven E. Fivel

02/14/2018

 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) Represents long-term incentive performance units ("CEO LTIP Units") of Simon Property Group L.P. (the "Operating Partnership"), of which Simon Property Group, Inc. (the "Company") is the general partner, issued as long-term incentive compensation to the reporting person pursuant to his amended and restated CEO LTIP Unit Award Agreement effective as of December 31, 2013. When earned and vested, each CEO LTIP Unit may be converted into a unit of limited partnership interest (a "Partnership Unit"). Each Partnership Unit may be exchanged for a share of the Company's common stock, or cash, as selected by the Company.

(2) On January 1, 2015, the reporting person was awarded a maximum of 280,000 CEO LTIP Units (the "Class C Units"), subject to certain performance conditions. This award was previously reported on a Form 4 filed on January 2, 2015. On February 12, 2018, the Compensation Committee (the "Compensation Committee") of the Board of Directors of the Company determined that the extent to which the performance measures for the Class C Units had been achieved during the performance period resulted in 100%, or 280,000 of the Class C LTIP Units becoming earned Class C LTIP Units. The earned Class C LTIP Units will vest on June 30, 2019, subject to a continued service requirement.

(3) These 1,000,000 CEO LTIP Units are made up of the 280,000 earned Class C Units as well as (i) 360,000 CEO LTIP Units that were awarded to the reporting person on December 31, 2013, subject to certain performance conditions, and that the Compensation Committee determined on March 1, 2016 were earned in their entirety (the "Class A Units"), and (ii) 360,000 CEO LTIP Units that were awarded to the reporting person on January 1, 2014, subject to certain performance conditions, and that the Compensation Committee determined on February 28, 2017 were earned in their entirety (the "Class B Units"). The earned Class A LTIP Units vested on January 1, 2018. The earned Class B LTIP Units will vest on January 1, 2019, subject to a continued service requirement.

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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