GINSBURG BARRY M Form 4 March 07, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and A Ginsburg Barr			ame and T roperty Gr		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (First) (Middle) 103 Eisenhower Parkway				ortir	entificatior ng Person, (voluntary		Mor	tatement for hth/Day/Year 6/03	10	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street) Roseland, NJ 07068							Date	5. If Amendment, Date of Original (Month/Day/Year)		 7. 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)			,	Tab	le I Non-	Deriva	ative Secu	curities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	Execution	3. Trans- action Code (Instr. 8) Code V		4. Securition or Dispose (Instr. 3, 4 Amount	d of (I		5. Amount of Securities Beneficially Owned Follow- ing Reported		6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			coue	ľ	7 mount	or (D)	Thee	Transactions(s) (Instr. 3 & 4)		(Instr. 4)			
Common Stock	03/06/03		М		35,400	~ /							
Common Stock	03/06/03		S		35,400	D	\$35.908	39	()			

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2. Conver-3. Trans-3A. 5. Number 6. Date Exercisable 7. Title and 8. Price of 9. Number of 10. 11. Na Derivative sion or action Deemed Transof and Expiration Amount of Derivative Derivative Ownerof Indi Security Security Exercise Date Execution action Derivative Date Underlying Securities ship Benefi Beneficially Securities Price of Date, Code Securities Month/Day/ (Instr. 5) Form Owner Acquired Year) (Instr. 3 & 4) Derivative (Month/ if any Owned of Deriv- (Instr. (Instr. 3)

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		Year)	(Month/ Day/ Year)	8)		(A) or Disposed of (D) (Instr. 3, 4 & 5)							Reported Transaction(s) (Instr. 4)	ative Security: Direct (D) or Indirect	
				Code	V (4	A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares		(I) (Instr. 4)		
Employee Stock Options (Right to Buy)	\$11.6875	03/06/03		Μ		3	35,400	12/07/93		Common Stock	0		0		
Limited Partnership Units in CPG Partners, L.P.	N/A ⁽¹⁾									Common Stock	644,636		644,636	D <u>(1)</u>	

Explanation of Responses:

(1) Limited Partnership Units are immediately convertible into common stock of Chelsea Property Group, Inc. on a 1 for 1 basis. This number includes units beneficially owned by Mr. Ginsburg's wife and trusts for the benefit of Mr. Ginsburg and his wife.

By: /s/ <u>Barry M. Ginsburg</u> Barry M. Ginsburg **Signature of Reporting Person <u>03/07/03</u> Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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