#### SIMON PROPERTY GROUP INC /DE/

Form 4 March 02, 2017

### 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

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

SOKOLOV RICHARD S

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

Symbol

SIMON PROPERTY GROUP INC

/DE/[SPG]

(Month/Day/Year)

225 W. WASHINGTON STREET 02/28/2017

(Middle)

(Zip)

(First)

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. Date of Earliest Transaction

Applicable Line)

below)

\_X\_\_ Director

X\_ Officer (give title

Issuer

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and COO

below)

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

**INDIANAPOLIS, IN 46204** 

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

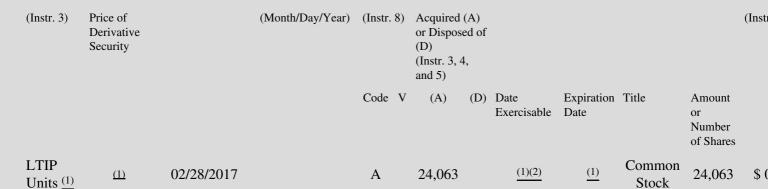
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	<b>Underlying Securities</b>	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

SOKOLOV RICHARD S
225 W. WASHINGTON STREET X President and COO
INDIANAPOLIS, IN 46204

### **Signatures**

/s/ Richard S. Sokolov by his attorney-in-fact, Steven E.
Fivel 03/02/2017

Date

\*\*Signature of Reporting Person

## **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).

Represents long-term incentive performance ("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 pursuant to the Operating

- (1) Partnership's 1998 Stock Incentive Plan in compliance with Rule 16b-3. When earned and vested, each LTIP unit may be converted into a unit of limited partnership interest ("Partnership Unit"). Each Partnership Unit may be exchanged for a share of the Company's common stock, or cash, as selected by the Company.
  - On April 16, 2014, the reporting person was awarded a maximum of 60,551 LTIP units, subject to certain performance conditions. On February 28, 2017, the Compensation Committee of the Board of Directors of the Company determined that the extent to which the
- (2) performance measures had been achieved during the performance period resulted in 39.7%, or 24,063 of the LTIP units becoming earned LTIP units. The earned LTIP units vest in two equal installments on January 1, 2018 and January 1, 2019 subject to a continued service requirement.

#### **Remarks:**

Exhibit List Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2