CHAZEN JEROME A

Form 4

October 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Form 5
obligations
may continue.

See Instruction

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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person <u>*</u> CHAZEN JEROME A

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

1.

(Middle)

TAUBMAN CENTERS INC [TCO]

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

09/04/2012

(Check all applicable)

Officer (give title below)

e title _____ 10% Owner Other (specify

CHAZEN CAPITAL PARTNERS, LLC, 150 EAST 58TH STREET, 27TH FLOOR

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

_X_Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

NEW YORK, NY 10155

(City)	(State) (2	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or B							lly 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 ion(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Series G Preferred Stock	09/04/2012		J	75,000	D	\$ 25 (1)	0	D	
Series G Preferred Stock	09/04/2012		J	30,675	D	\$ 25 (1)	0	I	By wife
Series G Preferred Stock	09/04/2012		J	20,000	D	\$ 25 (1)	0	I	By Trust, for benefit of children
Common	10/01/2012		A	464 (2)	A	\$0	79,840 (4)	D	

(3) Stock

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

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(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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		4.	5.	6. Date Exerc		7. Titl		8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
, , , ,	Derivative			, ,	Securities			(Instr.	3 and 4)	· ·
	Security				Acquired			`	,	
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					4, and 3)					
									Amount	
						D-4-	Expiration Date	Title N	or	
						Date			Number	
						Exercisable			of	
				Code V	(A) (D)				Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

CHAZEN JEROME A CHAZEN CAPITAL PARTNERS, LLC 150 EAST 58TH STREET, 27TH FLOOR NEW YORK, NY 10155

X

Signatures

/s/ Michael S. Ben,

Attorney-in-Fact 10/02/2012

**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).
- All outstanding Series G and H Preferred Shares were redeemed by the Company at a redemption price of par value (\$25.00) per share, plus accrued and unpaid dividends of \$0.35 and \$0.33359375 per share, respectively.
- Under The Taubman Centers, Inc. Non-Employee Directors' Deferred Compensation Plan, each non-employee director may defer the receipt of all or a portion of his or her director retainer (cash and stock) until the earlier of the termination of such director's service on the Company's Board of Directors and upon a change of control. Such deferred compensation is denominated in restricted stock units, and the

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number of restricted stock units received equals the deferred retainer fee divided by the fair market value of the Company's common stock on the business day immediately before the date the director would otherwise have been entitled to receive the retainer fee. The shares referred to above represent the quarterly retainer fee, which has been deferred in full.

- The restricted stock units represent the right to receive equivalent shares of common stock at the end of the deferral period, and each director's account is 100% vested at all times. Therefore, the reporting person has elected to report the deferral as shares of common stock received on the grant date.
 - Under The Taubman Centers, Inc. Non-Employee Directors' Deferred Compensation Plan, each director's account is credited with dividend equivalents on the deferred restricted stock units when the Company pays cash dividends on its common stock, and such
- dividend equivalents are denominated in additional restricted stock units based on the fair market value of the Company's common stock on the business day immediately before the record date of the applicable dividend payment. The receipt of such dividends since the last Form 4 filing has been reflected in the column entitled 'amount of securities beneficially owned following reported transaction(s)', but has not been reported as a separate transaction.

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.