

SIMON PROPERTY GROUP INC /DE/

Form 4

March 14, 2006

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 *
SMITH J ALBERT JR

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)

1 EAST OHIO STREET

(Street)

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

03/14/2006

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

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

INDIANAPOLIS, IN 46204

(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	03/14/2006		M		6,000	A	\$ 25.5	25,679	D
Common Stock	03/14/2006		S		100	D	\$ 82.75	25,579	D
Common Stock	03/14/2006		S		5,900	D	\$ 82.53	19,679	D
Common Stock	03/14/2006		M		3,000	A	\$ 29.625	22,679	D
Common Stock	03/14/2006		S		3,000	D	\$ 82.53	19,679	D

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Common Stock	03/14/2006	M	3,000	A	\$ 26.0313	22,679	D
Common Stock	03/14/2006	S	3,000	D	\$ 82.53	19,679	D
Common Stock	03/14/2006	M	3,000	A	\$ 25.76	22,679	D
Common Stock	03/14/2006	S	3,000	D	\$ 82.53	19,679	D
Common Stock	03/14/2006	M	3,000	A	\$ 33.675	22,679	D
Common Stock	03/14/2006	S	3,000	D	\$ 82.53	19,679	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)		8. D
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Option (1)	\$ 25.5	03/14/2006		M	6,000	03/01/2000	03/01/2009	Common Stock	6,000	
Director Option (1)	\$ 29.625	03/14/2006		M	3,000	05/12/2000	05/12/2009	Common Stock	3,000	\$
Director Option (1)	\$ 26.0313	03/14/2006		M	3,000	05/10/2001	05/10/2010	Common Stock	3,000	2
Director Option (1)	\$ 25.76	03/14/2006		M	3,000	05/08/2002	05/08/2011	Common Stock	3,000	\$

Director

Option	\$ 33.675	03/14/2006	M	3,000	05/08/2003	05/08/2012	Common Stock	3,000	\$
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(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH J ALBERT JR 1 EAST OHIO STREET INDIANAPOLIS, IN 46204			X	

Signatures

J. Albert Smith, Jr., and his attorney-in-fact, Shelly Doran	03/14/2006
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 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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