TAUBMAN CENTERS INC

Form 4 October 03, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TYSOE RONALD W Issuer Symbol TAUBMAN CENTERS INC [TCO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X Director 10% Owner Officer (give title Other (specify 3900 WEST STREET, APT 205 10/03/2016 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CINCINNATI, OH 45227 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 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 Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 420 (1) 10/03/2016 \$0 17,038 (3) D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerci | sable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|-----------------|------------|------------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration Date | te | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/Y | (ear) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | re | | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | Follo |
| | - | | | | (A) or | | | | | Repo |
| | | | | | Disposed | | | | | Trans |
| | | | | | of (D) | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | Code V | (A) (D) | Date | Expiration | Title Amount | | |
| | | | | | () (-) | | Date | or | | |
| | | | | | | | | Number | | |
| | | | | | | | | of | | |
| | | | | | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| TYSOE RONALD W 3900 WEST STREET, APT 205 CINCINNATI, OH 45227 | X | | | | | | |

Signatures

/s/ Michael S. Ben. Attorney-in-Fact

10/03/2016

**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).

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

- (1) 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. Mr. Tysoe has elected to defer the stock-based portion of his retainer fee in 2016; the shares reflected in the table above are the deferred shares for the current quarter.
- The restricted stock units represent the right to receive equivalent shares of common stock at the end of the deferral period, and each (2) 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 (including special dividends, if any), 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.

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