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SOKOLOV Form 4 February 27	RICHARD S , 2013									
FORM	ΠД								PPROVAL	
-	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exch								Estimated burden hou response	urs per	
obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the H	Public U	Jtility Hol	ding Cor		of 1935 or Secti			
(Print or Type	Responses)									
1. Name and A SOKOLOV	Symbol			Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 225 W. WA		of Earliest T Day/Year) 2013	ransaction		X Director 10% Owner X Officer (give title Other (specify below) below) President and COO					
				endment, D onth/Day/Yea	-	ıl	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting 			
INDIANAI	POLIS, IN 46204						Person		sporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed	(A) or of (D)	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)	
D			2							
Reminder: Rej	port on a separate line	e for each cla	ass of sec	urities bene	-	-	or indirectly.	ection of	SEC 1474	

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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	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security	(M	/Ionth/Day/Year)	(Instr. 8	,	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(Insti
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	(1)	02/25/2013		А		85,157		(1)(2)	(1)	Common Stock	85,157	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting O ther Funce / Funces	Director	10% Owner	Officer	Other				
SOKOLOV RICHARD S 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204	Х		President and COO					
Signatures								
Dishard C. Calcolary and his attarna	win faat	Challer						

Richard S. Sokolov, and his attorney-in-fact, Shelly Doran

**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

02/26/2013

Date

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 March 16, 2010, the reporting person was awarded a maximum of 85,157 LTIP units, subject to certain performance conditions. On February 25, 2013, 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 100%, or 85,157, of the LTIP units becoming earned LTIP units. The earned LTIP units vest in two equal installments on January 1, 2014 and January 1, 2015 subject to a continued service requirement.

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.