

SIMON PROPERTY GROUP INC /DE/
 Form 4
 May 04, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARKLEY JAMES M

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)
115 W. WASHINGTON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
General Counsel

INDIANAPOLIS, IN 46204

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/03/2005		M		2,000 A \$ 23.4063	103,455	D
Common Stock	05/03/2005		S		2,000 D \$ 66.02	101,455	D
Common Stock	05/03/2005		M		2,000 A \$ 23.4063	103,455	D
Common Stock	05/03/2005		S		2,000 D \$ 66.05	101,455	D
Common Stock	05/03/2005		M		300 A \$ 23.4063	101,755	D

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Common Stock	05/03/2005	S	300	D	\$ 66.21	101,455	D
Common Stock	05/03/2005	M	300	A	\$ 23.4063	101,755	D
Common Stock	05/03/2005	S	300	D	\$ 66.22	101,455	D
Common Stock	05/03/2005	M	5,400	A	\$ 23.4063	106,855	D
Common Stock	05/03/2005	S	5,400	D	\$ 66.15	101,455	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option ⁽¹⁾	\$ 23.4063	05/03/2005		M	2,000	03/23/2002 03/23/2010	Common Stock	2,000
Employee Stock Option ⁽¹⁾	\$ 23.4063	05/03/2005		M	2,000	03/23/2002 03/23/2010	Common Stock	2,000
Employee Stock Option ⁽¹⁾	\$ 23.4063	05/03/2005		M	300	03/23/2003 03/23/2010	Common Stock	300
Employee Stock Option ⁽¹⁾	\$ 23.4063	05/03/2005		M	300	03/23/2003 03/23/2010	Common Stock	300
Employee Stock	\$ 23.4063	05/03/2005		M	5,400	03/23/2003 03/23/2010	Common Stock	5,400

Option (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARKLEY JAMES M 115 W. WASHINGTON STREET INDIANAPOLIS, IN 46204			General Counsel	

Signatures

James M. Barkley, and his attorney-in-fact, Shelly Doran	05/03/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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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