

BLOOM DAVID C
Form 5
January 24, 2005

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BLOOM DAVID C

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

105 EISENHOWER PARKWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ROSELAND, NJ 07068

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					50,386	D	

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

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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 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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
6% Convertible Preferred Stock	\$ 63.857 ⁽²⁾	^	^	^	^	^	^ ⁽¹⁾	^ ⁽¹⁾	Common Stock	51,400
Common Units in Simon Property Group, L.P.	^	12/13/2004	^	G	^	25,000	^ ⁽³⁾	^ ⁽³⁾	Common Stock	117,600
Common Units in Simon Property Group, L.P.	^	^	^	^	^	^	^ ⁽³⁾	^ ⁽³⁾	Common Stock	1,024,000
6% Convertible Preferred Units in Simon Property Group, L.P.	^	12/13/2004	^	G	^	25,000	^ ⁽⁵⁾	^ ⁽⁵⁾	Common Stock	120,700
6% Convertible Preferred Units in Simon Property Group, L.P.	^	^	^	^	^	^	^ ⁽⁵⁾	^ ⁽⁵⁾	Common Stock	1,024,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLOOM DAVID C 105 EISENHOWER PARKWAY ROSELAND, NJ 07068	^	^	^	Advisory Director

Signatures

/s/ David C.
Bloom

01/18/2005

__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).

- The 6% Convertible Preferred Stock may be converted into Common Stock under the following circumstances: (a) if the 6% Convertible Preferred Stock is called for redemption; (b) if Simon Property Group, Inc. is party to a change of control; or (c) if during any fiscal quarter after the last day of the fiscal quarter during which the 6% Convertible Preferred Stock is issued, and only during such quarter, the closing sale price of the Common Stock for at least 20 trading days in a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter exceeds 125% of the then applicable conversion price on such trading day (initially 125% of \$63.857, or \$79.82125).
- (1) The conversion price is subject to adjustments for certain reasons.
 - (2) Common Units are convertible into cash, or at the option of Simon Property Group, Inc., Common Stock of Simon Property Group, Inc. on a 1 for 1 basis and do not have an expiration date.
 - (3) As a partner in Woodbury Family Associates L.P.

6% Convertible Preferred Units are convertible into Common Units at an initial rate (subject to adjustment) of 1 Preferred Unit to 0.783 Common Units under the following circumstances: (a) if the Preferred Units are called for redemption; (b) if Simon Property Group, Inc. is party to a change of control; or (c) during any fiscal quarter after the fiscal quarter ending December 31, 2004 (and only during such fiscal quarter) if the closing sale price of the Common Stock for at least 20 trading days in a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter exceeds 125% of the then applicable conversion price on such trading day (initially 125% of \$63.857, or \$79.82125).
 - (5)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.