SEC Form 3

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] **SIMON PROPERTY GROUP INC /DE/** (Last)　　　(First)　　　(Middle) **225 W. WASHINGTON STREET** (Street) **INDIANAPOLIS IN　　46204** (City)　　　(State)　　　(Zip)	2. Date of Event Requiring Statement (Month/Day/Year) **03/29/2007**	3. Issuer Name **and** Ticker or Trading Symbol **MILLS CORP** [MLS]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)		5. If Amendment, Date of Original Filed (Month/Day/Year)
Director　　　X	10% Owner	
Officer (give title below)	Other (specify below)	6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.01 per share	48,935,908	I	See Note[(1)(2)]

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person[*]   **SIMON PROPERTY GROUP INC /DE/**   (Last)　　　(First)　　　(Middle)   **225 W. WASHINGTON STREET**   (Street)   **INDIANAPOLIS　IN　　46204**   (City)　　　(State)　　　(Zip)

1. Name and Address of Reporting Person[*]   **SIMON PROPERTY GROUP L P /DE/**   (Last)　　　(First)　　　(Middle)   **225 W. WASHINGTON STREET**   (Street)   **INDIANAPOLIS　IN　　46204**   (City)　　　(State)　　　(Zip)

Explanation of Responses:

1. Represents shares of common stock, par value $0.01 per share, of The Mills Corporation (the "Shares"), accepted for payment by SPG-FCM Ventures, LLC pursuant to its tender offer for all outstanding Shares, and does not include the 22,000,000 Shares for which SPG-FCM Acquisition, Inc. has given notice to exercise its option to acquire, under the Short Form Merger Option Agreement dated February 12, 2007 among The Mills Corporation, SPG-FCM Ventures, LLC and SPG-FCM Acquisition, Inc. The number of Shares reported includes all shares tendered pursuant to notice of guaranteed delivery.

2. SPG-FCM Ventures, LLC (the "Joint Venture") is an indirect subsidiary of Simon Property Group, Inc., and Simon Property Group, L.P. (collectively the "Simon Entities") and Farallon Capital Partners, L.P., a California limited partnership, Farallon Capital Institutional Partners II, L.P., a California limited partnership, Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership and Tinicum Partners, L.P., a New York limited partnership, (collectively, the "Farallon Entities"). As a result of this relationship, the Joint Venture, the Simon Entities and the Farallon Entities collectively may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities and Exchange Act of 1934, as amended, and may be deemed to beneficially own more than 10% of the Issuer.

SIMON PROPERTY GROUP, INC. By: Richard S. Sokolov	03/29/2007
SIMON PROPERTY GROUP, L.P. By: Richard S. Sokolov	03/29/2007
** Signature of Reporting Person	Date

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