

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>YORK M DENISE DEBARTOLO</u>  (Last) (First) (Middle) <u>7620 MARKET STREET</u>  (Street) <u>YOUNGSTOWN OH 44512</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SIMON PROPERTY GROUP INC /DE/ [ SPG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/05/2005		M		500,000	A	(1)	500,000	D	
Common Stock	05/05/2005		S		2,400	D	\$67.37	497,600	D	
Common Stock	05/05/2005		S		13,300	D	\$67.4	484,300	D	
Common Stock	05/05/2005		S		6,300	D	\$67.38	478,000	D	
Common Stock	05/05/2005		S		4,100	D	\$67.45	473,900	D	
Common Stock	05/05/2005		S		2,600	D	\$67.42	471,300	D	
Common Stock	05/05/2005		S		7,900	D	\$67.35	463,400	D	
Common Stock	05/05/2005		S		800	D	\$67.36	462,600	D	
Common Stock	05/05/2005		S		3,400	D	\$67.43	459,200	D	
Common Stock	05/05/2005		S		500	D	\$67.41	458,700	D	
Common Stock	05/05/2005		S		12,100	D	\$67.44	446,600	D	
Common Stock	05/05/2005		S		600	D	\$67.56	446,000	D	
Common Stock	05/05/2005		S		7,800	D	\$67.59	438,200	D	
Common Stock	05/05/2005		S		3,800	D	\$67.55	434,400	D	
Common Stock	05/05/2005		S		3,700	D	\$67.58	430,700	D	
Common Stock	05/05/2005		S		1,200	D	\$67.61	429,500	D	
Common Stock	05/05/2005		S		2,900	D	\$67.6	426,600	D	
Common Stock	05/05/2005		S		7,500	D	\$67.57	419,100	D	
Common Stock	05/05/2005		S		4,100	D	\$67.63	415,000	D	
Common Stock	05/05/2005		S		1,800	D	\$67.64	413,200	D	
Common Stock	05/05/2005		S		300	D	\$67.68	412,900	D	
Common Stock	05/05/2005		S		1,800	D	\$67.69	411,100	D	
Common Stock	05/05/2005		S		200	D	\$67.62	410,900	D	
Common Stock	05/05/2005		S		1,300	D	\$67.5	409,600	D	
Common Stock	05/05/2005		S		2,000	D	\$67.53	407,600	D	
Common Stock	05/05/2005		S		1,400	D	\$67.52	406,200	D	

**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 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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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)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
			4. Transaction Code (Instr. 8)	Code	V	(A)	(D)	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 Securities Underlying Derivative Security (Instr. 3 and 4)		
Simon Property Group, Inc. ("SPG Units")	(2)	05/05/2005		C				500,000	08/10/1996	(3)	Common Stock	500,000	(1)	186,815	D	

**Explanation of Responses:**

1. The reporting person elected to exchange 500,000 units of limited partnership interest ("Units") of Simon Property Group, L.P., of which the issuer is the general partner. Units may be exchanged for an equal number of shares of issuer's common stock, or cash, as selected by the issuer. Common stock was issued for the exchanged Units. The closing price of a share of common stock on May 5, 2005 as reported by the New York Stock Exchange was \$67.14.

2. 1:1

3. None

M. Denise DeBartolo York, and  
her attorney-in-fact, Shelly Doran      05/06/2005

\*\* Signature of Reporting Person      Date

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

\* 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).

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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