

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>12/22/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	12/22/2004		M		3,000	A	\$25.5	12,616	D	
Common Stock	12/22/2004		M		3,000	A	\$29.625	15,616	D	
Common Stock	12/22/2004		M		3,000	A	\$26.0313	18,616	D	
Common Stock	12/22/2004		M		3,000	A	\$25.76	21,616	D	
Common Stock	12/22/2004		M		3,000	A	\$33.675	24,616	D	
Common Stock	12/23/2004		S		1,100	D	\$64.85	23,516	D	
Common Stock	12/23/2004		S		700	D	\$64.83	22,816	D	
Common Stock	12/23/2004		S		200	D	\$64.82	22,616	D	
Common Stock	12/23/2004		S		100	D	\$64.81	22,516	D	
Common Stock	12/23/2004		S		900	D	\$64.8	21,616	D	
Common Stock	12/23/2004		S		3,700	D	\$64.64	17,916	D	
Common Stock	12/23/2004		S		700	D	\$64.62	17,216	D	
Common Stock	12/23/2004		S		100	D	\$64.6	17,116	D	
Common Stock	12/23/2004		S		200	D	\$64.59	16,916	D	
Common Stock	12/23/2004		S		900	D	\$64.55	16,016	D	
Common Stock	12/23/2004		S		1,600	D	\$64.52	14,416	D	
Common Stock	12/23/2004		S		200	D	\$64.53	14,216	D	
Common Stock	12/23/2004		S		1,600	D	\$64.54	12,616	D	
Common Stock	12/23/2004		S		1,000	D	\$64.66	11,616	D	
Common Stock	12/23/2004		S		100	D	\$64.47	11,516	D	
Common Stock	12/23/2004		S		800	D	\$64.42	10,716	D	
Common Stock	12/23/2004		S		1,100	D	\$64.43	9,616	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 Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Simon Property Group, Inc. ("SPG Units") ⁽¹⁾	(2)	12/23/2004		C			103,624	08/10/1996	(4)	Common Stock, \$,0001 par value	103,624	\$64.57	1,186,815	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 Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Option ⁽³⁾	\$25.5	12/22/2004		M			3,000	03/01/2000	03/01/2009	Common Stock	3,000	\$25.5	12,000	D	
Director Option ⁽³⁾	\$29.625	12/22/2004		M			3,000	05/12/2000	05/12/2009	Common Stock	3,000	\$29.625	9,000	D	
Director Option ⁽³⁾	\$26.0313	12/22/2004		M			3,000	05/10/2001	05/10/2010	Common Stock	3,000	\$26.0313	6,000	D	
Director Option ⁽³⁾	\$25.76	12/22/2004		M			3,000	05/08/2002	05/08/2011	Common Stock	3,000	\$25.76	3,000	D	
Director Option ⁽³⁾	\$33.675	12/22/2004		M			3,000	05/08/2003	05/08/2012	Common Stock	3,000	\$33.675	0	D	

Explanation of Responses:

1. The reporting person elected to exchange 103,624 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 the issuer's common stock, or cash, as selected by the issuer. The issuer elected to pay cash for the exchanged Units.

2. 1:1

3. Right to Buy

4. None

M. Denise DeBartolo York, and
her attorney-in-fact, Shelly 12/22/2004
Doran

** 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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