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

SCHEDULE TO/A  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 12)  
Taubman Centers, Inc.  
(Name of Subject Company (Issuer))  
Simon Property Acquisitions, Inc.  
Simon Property Group, Inc.  
Westfield America, Inc.  
(Names of Filing Persons (Offerors))  
COMMON STOCK, PAR VALUE \$.01 PER SHARE  
(Title of Class of Securities)  
876664103  
(CUSIP Number of Class of Securities)

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(Name, Address and Telephone Numbers of Person  
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$1,243,725,540	\$248,745.11

\* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying \$20.00, the per share tender offer price, by 62,186,277 shares of Common Stock, consisting of (i) 52,207,756 outstanding shares of Common Stock, (ii) 2,269 shares of Common Stock issuable upon conversion of 31,767,066 outstanding shares of Series B Non-Participating Convertible Preferred Stock, (iii) 7,097,979 shares of Common Stock issuable upon conversion of outstanding partnership units of The Taubman Realty Group, Limited Partnership ("TRG") and (iv) 2,878,273 shares of Common Stock issuable upon conversion of outstanding options (each of which entitles the holder thereof to purchase one partnership unit of TRG which, in turn, is convertible into one share of Common Stock), based on the Registrant's Preliminary Proxy Statement on Schedule 14A filed on December 20, 2002, the Registrant's Schedule 14D-9 filed on December 11, 2002 and the Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2002.

\*\* The amount of the filing fee calculated in accordance with Regulation 240.0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

[X] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$248,745.11	Filing Party:	Simon Property Group, Inc.; Simon Property Acquisitions, Inc.; Westfield America, Inc.
Form or Registration No.:	Schedule T0 (File No. 005-42862), Amendment No. 1	Date Filed:	December 5, 2002, December 16, 2002 and January 15, 2003
	to the Schedule T0 and Amendment No. 5 to the Schedule T0		

- [ ] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. [ ] Check the appropriate boxes below to designate any transactions to which the statement relates.
- [X] third-party tender offer subject to Rule 14d-1.
  - [ ] issuer tender offer subject to Rule 13e-4.
  - [ ] going-private transaction subject to Rule 13e-3.
  - [ ] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: [ ]

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SCHEDULE TO

This Amendment No. 12 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "Commission") on December 5, 2002, as amended and supplemented by Amendment No. 1 thereto filed with the Commission on December 16, 2002, by Amendment No. 2 thereto filed with the Commission on December 27, 2002, by Amendment No. 3 thereto filed with the Commission on December 30, 2002, by Amendment No. 4 thereto filed with the Commission on December 31, 2002, by Amendment No. 5 thereto filed with the Commission on January 15, 2003, by Amendment No. 6 thereto filed with the Commission on January 15, 2003, by Amendment No. 7 thereto filed with the Commission January 16, 2003, by Amendment No. 8 thereto filed with the Commission on January 22, 2003, by Amendment No. 9 thereto filed with the Commission on January 23, 2003, by Amendment No. 10 thereto filed with the Commission on February 7, 2003 and by Amendment No. 11 thereto filed with the Commission on February 11, 2003 (as amended and supplemented, the "Schedule TO") relating to the offer by Simon Property Acquisitions, Inc., a Delaware corporation (the "Purchaser") and wholly owned subsidiary of Simon Property Group, Inc., a Delaware corporation ("SPG Inc."), to purchase all of the outstanding shares of common stock, par value \$.01 per share (the "Shares"), of Taubman Centers, Inc. (the "Company") at a purchase price of \$20.00 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 5, 2002 (the "Offer to Purchase"), and the Supplement to the Offer to Purchase, dated January 15, 2003 (the "Supplement"), and in the related revised Letter of Transmittal (which, together with any supplements or amendments, collectively constitute the "Offer"). This Amendment No. 12 to the Schedule TO is being filed on behalf of the Purchaser, SPG Inc. and Westfield America, Inc. ("WEA").

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase, the Supplement and the Schedule TO, as applicable.

The item numbers and responses thereto below are in accordance with the requirements of Schedule TO.

Item 11. ADDITIONAL INFORMATION.

On February 17, 2003, SPG Inc., the Purchaser and WEA announced that 44,135,107 Shares, or approximately 85% of the outstanding Shares, were validly tendered and not withdrawn on or prior to 12:00 midnight New York City time on February 14, 2003, and that the Expiration Date of the Offer has been extended to 12:00 midnight New York City time on March 28, 2003. The full text of a press release, dated February 17, 2003, issued by SPG Inc. and WEA in connection with this announcement is filed herewith as Exhibit (a)(5)(S).

Item 12. EXHIBITS.

(a)(5)(S) Press Release issued by Simon Property Group, Inc. and Westfield America, Inc., dated February 17, 2003.

SIGNATURE

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify as of February 18, 2003 that the information set forth in this statement is true, complete and correct.

SIMON PROPERTY GROUP, INC.

By: /s/ James M. Barkley

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Name: James M. Barkley  
Title: Secretary and General  
Counsel

SIMON PROPERTY ACQUISITIONS,  
INC.

By: /s/ James M. Barkley

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Name: James M. Barkley  
Title: Secretary and  
Treasurer

After due inquiry and to the best of its knowledge and belief, the undersigned hereby certifies as of February 18, 2003 that the information set forth in this statement is true, complete and correct.

WESTFIELD AMERICA, INC.

By: /s/ Peter R. Schwartz

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Name: Peter R. Schwartz  
Title: Senior Executive Vice  
President

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
(a)(5)(S)	Press Release issued by Simon Property Group, Inc. and Westfield America, Inc., dated February 17, 2003.

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[SIMON PROPERTY GROUP LOGO]

[WESTFIELD LOGO]

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George Sard/Paul Caminiti/  
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85% OF TAUBMAN CENTERS COMMON SHARES  
TENDERED INTO SPG/WESTFIELD OFFER

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NEW YORK, February 17, 2003 - Simon Property Group, Inc. (NYSE: SPG) and Westfield America, Inc., the U.S. subsidiary of Westfield America Trust (ASX: WFA), today announced that approximately 85% of the outstanding common shares of Taubman Centers, Inc. (NYSE: TCO), or a total of 44,135,107 of the 52,207,756 common shares outstanding, have been tendered as of February 14, 2003 into the \$20.00 per share all-cash offer by SPG and Westfield.

The offer has been extended until midnight, New York City time, on March 28, 2003, unless further extended. The offer was previously scheduled to expire on February 14, 2003.

David Simon, Chief Executive Officer of SPG, and Peter Lowy, Chief Executive Officer of Westfield America, Inc., issued the following joint statement: "We are gratified to have received such an unprecedented and overwhelming mandate from TCO's public shareholders in support of our \$20.00 per share all-cash offer. The shareholders have sent a powerful message to TCO's Board of Directors. The TCO Board should now respect the wishes of TCO's public shareholders, who own 99% of TCO, and take all steps necessary to facilitate the offer. We again invite the TCO Board to meet with us so that we can quickly complete this mutually beneficial transaction."

The complete terms and conditions of the offer are set forth in the Offer to Purchase, as amended, and the related Letter of Transmittal, copies of which are on file with the SEC and available by contacting the information agent, MacKenzie Partners, Inc. at (800) 322-2885. Merrill Lynch & Co. is acting as financial advisor to SPG and Westfield America, Inc. and is the Dealer Manager for the Offer. Willkie Farr & Gallagher is acting as legal advisor to SPG and Skadden, Arps, Slate, Meagher & Flom LLP is acting as legal advisor to Westfield America, Inc. Simpson Thacher & Bartlett is acting as legal advisor to Merrill Lynch & Co.

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#### About Simon Property Group

Headquartered in Indianapolis, Indiana, Simon Property Group, Inc. is a real estate investment trust engaged in the ownership and management of income-producing properties, primarily regional malls and community shopping centers. Through its subsidiary partnerships, it currently owns or has an interest in 242 properties containing an aggregate of 183 million square feet of gross leasable area in 36 states, as well as eight assets in Europe and Canada and ownership interests in other real estate assets. Additional Simon Property Group information is available at <http://about.simon.com/corpinfo/index.html>.

#### About Westfield America, Inc.

Westfield America, Inc. is a United States subsidiary of Westfield America Trust (ASX: WFA), the second-largest property trust listed on the Australian Stock Exchange. WFA owns a majority interest in the Westfield America portfolio of 63 centers, branded as Westfield Shoppingtowns. Westfield Shoppingtowns are home to more than 8,400 specialty stores and encompass 64 million square feet in the states of California, Colorado, Connecticut, Florida, Illinois, Indiana, Maryland, Missouri, Nebraska, New Jersey, New York, North Carolina, Ohio and Washington.

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#### Important Information

This news release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any TCO shares, and is not a solicitation of a proxy. Simon Property Group and Simon Property Acquisitions, Inc., a wholly owned subsidiary of Simon Property Group, filed a tender offer statement on Schedule TO with the Securities and Exchange Commission on December 5, 2002 (as amended), with respect to the offer to purchase all outstanding

shares of TCO common stock. Investors and security holders are urged to read this tender offer statement as amended because it contains important information. Investors and security holders may obtain a free copy of the tender offer statement and other documents filed by SPG and WFA with the Commission at the Commission's web site at <http://www.sec.gov>. The tender offer statement and any related materials may also be obtained for free by directing such requests to MacKenzie Partners, Inc. at (800) 322-2885.

#### Forward-looking statements

This release contains some forward-looking statements as defined by the federal securities laws which are based on our current expectations and assumptions, which are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated, projected or implied. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.