Edgar Filing: BARKLEY JAMES M - Form 4

BARKLEY Form 4 July 01, 201									
FORM	ЛД								PPROVAL
	UNITED	STATES S		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287
Check this box if no longer subject toSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.Lanuary 3 200Section 16. Form 4 or Form 5 obligations may continue. See InstructionSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESExpires:200 200Statement Company Act of 1935 30(h) of the Investment Company Act of 1935 or SectionExpires:200 									
1(b). (Print or Type	Responses)								
	Address of Reporting 7 JAMES M	S	Symbol			Trading OUP INC	5. Relationship o Issuer (Che	of Reporting Per eck all applicabl	
(Last) 225 W. WA	(First) ((of Earliest T Day/Year) 2011	ransaction		Director X Officer (gives below)		% Owner her (specify
			If Amendment, Date Original led(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
INDIANAI	POLIS, IN 46204							More than One R	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ate, if		4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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)
Reminder: Rep	port on a separate line	e for each clas	s of secu	urities bene	Perso	ns who res	or indirectly. pond to the colle ained in this form		SEC 1474 (9-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(Inst
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	(1)	02/02/2011 <u>(2)</u>		А		18,618		(1)(2)	<u>(1)</u>	Common Stock	18,618	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BARKLEY JAMES M 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204			General Counsel					
Signatures								
James M. Barkley, and his attorney-in Doran	-fact, Shell	ly	07/01/2011					

**Signature of Reporting Person

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).

Represents long-term incentive performance ("LTIP") units of Simon Property Group, L.P. (the "Operating Partnership"), of which Simon Property Group, Inc. (the "Company") is the general partner, issued as long-term incentive compensation pursuant to the Operating

Date

 Partnership's 1998 Stock Incentive Plan in compliance with Rule 16b-3. After vesting, each LTIP unit may be converted into a unit of limited partnership interest ("Partnership Unit"). Each Partnership Unit may be exchanged for a share of the Company's common stock, or cash, as selected by the Company.

On March 16, 2010, the reporting person was awarded a maximum of 23,492 LTIP units, subject to certain performance conditions. On February 2, 2011, the Compensation Committee of the Board of Directors of the Company determined that the extent to which the

(2) Performance measures had been achieved during the performance period resulted in 79.3%, or 18,618, of the maximum number of award LTIP units becoming earned LTIP units. The earned LTIP units vest in two equal installments on January 1, 2012 and January 1, 2013.

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