

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 25, 1998

REGISTRATION NOS. 333-61399 AND 333-61399-01

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO THE
FORM S-4
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

SIMON PROPERTY GROUP, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)
NATIONAL CITY CENTER
115 WEST WASHINGTON STREET, SUITE 15EAST
INDIANAPOLIS, INDIANA 46204
(317) 636-1600
(ADDRESS AND TELEPHONE NUMBER OF PRINCIPAL EXECUTIVE
OFFICES)
DELAWARE
(STATE OR OTHER JURISDICTION OF INCORPORATION OR
ORGANIZATION)
6798
(PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE
NUMBER)
046268599
(I.R.S. EMPLOYER IDENTIFICATION NO.)

SPG REALTY CONSULTANTS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS
CHARTER)
NATIONAL CITY CENTER
115 WEST WASHINGTON STREET, SUITE 15EAST
INDIANAPOLIS, INDIANA 46204
(317) 636-1600
(ADDRESS AND TELEPHONE NUMBER OF PRINCIPAL EXECUTIVE
OFFICES)
DELAWARE
(STATE OR OTHER JURISDICTION OF INCORPORATION OR
ORGANIZATION)
6512
(PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE
NUMBER)
13-2838638
(I.R.S. EMPLOYER IDENTIFICATION NO.)

JAMES M. BARKLEY

SECRETARY, GENERAL COUNSEL
SIMON PROPERTY GROUP, INC.
NATIONAL CITY CENTER
115 WEST WASHINGTON STREET, SUITE 15EAST
INDIANAPOLIS, INDIANA 46204
(317) 636-1600
(NAME, ADDRESS AND TELEPHONE NUMBER OF AGENT FOR SERVICE)
WITH COPIES TO
RICHARD L. POSEN
WILLKIE FARR & GALLAGHER
787 SEVENTH AVENUE
NEW YORK, NEW YORK 10019
(212) 728-8000

DEREGISTRATION OF UNSOLD SHARES

1,271,335 shares of Common Stock, par value \$.0001 per share, of Simon Property Group, Inc. paired with 1/100th of a share of Common Stock, par value \$.0001 per share, of SPG Realty Consultants, Inc. previously registered for sale to the public are hereby withdrawn from registration under this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrants have duly caused this post-effective Amendment No. 2 to the Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on this 24th day of September, 1998.

SIMON PROPERTY GROUP, INC.

By: /s/ DAVID SIMON

David Simon
Chief Executive Officer

SPG REALTY CONSULTANTS, INC.

By: /s/ DAVID SIMON

David Simon
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James M. Barkley, Esq., his true and lawful attorney-in-fact, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any amendments to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that each said attorney-in-facts, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in their capacities at the Registrants and on the dates indicated:

Signature	Capacity	Date
/s/ Herbert Simon ----- Herbert Simon	Co-Chairman of the Board of ----- Directors	September 25, 1998
/s/ Melvin Simon ----- Melvin Simon	Co-Chairman of the Board of ----- Directors	September 25, 1998
/s/ Hans C. Mautner ----- Hans C. Mautner	Vice Chairman of the Board of ----- Directors	September 25, 1998
/s/ David Simon ----- David Simon	Chief Executive Officer and ----- Director (Principal Executive Officer)	September 25, 1998
/s/ Richard S. Sokolov ----- Richard S. Sokolov	President and Director	September 25, 1998
/s/ Stephen E. Sterrett ----- Stephen E. Sterrett	Senior Vice President and ----- Treasurer (Principal Financial Officer)	September 25, 1998
/s/ John Dahl ----- John Dahl	Senior Vice President and Chief ----- Accounting Officer (Principal Accounting Officer)	September 25, 1998
----- Robert E. Angelica	Director	September 25, 1998
/s/ Birch Bayh ----- Birch Bayh	Director	September 25, 1998
/s/ G. William Miller ----- G. William Miller	Director	September 25, 1998
/s/ Frederick W. Petri ----- Frederick W. Petri	Director	September 25, 1998
/s/ J. Albert Smith, Jr. ----- J. Albert Smith, Jr.	Director	September 25, 1998
/s/ Pieter S. van den Berg ----- Pieter S. van den Berg	Director	September 25, 1998
/s/ Philip J. Ward ----- Philip J. Ward	Director	September 25, 1998

/s/ M. Denise DeBartolo York Director

September 25, 1998

M. Denise DeBartolo York