

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A  
(Amendment No. 1)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1996  
Commission file number 333-11491

SIMON DeBARTOLO GROUP, L.P.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

34-1755769  
(I.R.S. Employer  
Identification No.)

115 West Washington Street  
Indianapolis, Indiana  
(Address of principal executive  
offices)

46204  
(Zip Code)

Registrant's telephone number, including area code: (317) 636-1600

Securities registered pursuant to Section 12 (b) of the Act: None

Securities registered pursuant to Section 12 (g) of the Act:

Title of each class

6 7/8% Notes due November 15, 2006

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Documents Incorporated By Reference

Portions of the Simon DeBartolo Group, Inc.'s Proxy Statement in connection with its Annual Meeting of Shareholders, scheduled to be held May 14, 1997, are incorporated by reference in Part III.

Simon DeBartolo Group, L.P. hereby amends its Annual Report on Form 10-K for the year ended December 31, 1996, filed with the Commission on March 31, 1997. This amendment includes the financial data schedule as Exhibit 27, as required by Item 601(c) of Regulation S-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SIMON DeBARTOLO GROUP, L.P.  
By: Simon DeBartolo Group, Inc.,  
General Partner

By /s/ James M. Barkley  
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James M. Barkley  
Secretary/General Counsel

May 6, 1997



THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM SIMON DEBARTOLO GROUP, LP'S CONSOLIDATED FINANCIAL STATEMENTS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

YEAR	DEC-31-1996	DEC-31-1996
		64,309
		0
	172,811	
	6,692	
		0
	0	
		5,301,021
	279,072	
	5,895,910	
	0	
		3,681,984
	0	
		0
		0
		1,945,174
5,895,910		
		0
	747,704	
		0
	416,192	
	0	
	0	
	202,182	
	134,663	
	134,663	
134,663		
	0	
	(3,521)	
		0
	131,142	
	0.99	
	0.99	

The Registrant does not use a classified balance sheet.  
 The Registrant is a partnership. The amount is partners' equity.  
 Because the Registrant is a partnership, this amount is earnings per unit of partnership interest.