

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* BLOOM DAVID C (Last) (First) (Middle) 105 EISENHOWER PARKWAY (Street) ROSELAND NJ 07068 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SIMON PROPERTY GROUP INC /DE/ [SPG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) X Other (specify below) Advisory Director
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							50,386	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)
					(A)	(D)	Date Exercisable	Expiration Date					
6% Convertible Preferred Stock	\$63.857 ⁽²⁾						(1)	(1)	Common Stock	51,484	51,484	D	
Common Units in Simon Property Group, L.P.	(3)	12/13/2004		G		25,000	(3)	(3)	Common Stock	117,678	117,678	D	
Common Units in Simon Property Group, L.P.	(3)						(3)	(3)	Common Stock	1,002,903	1,002,903	I ⁽⁴⁾	Partnership
6% Convertible Preferred Units in Simon Property Group, L.P.	(5)	12/13/2004		G		25,000	(5)	(5)	Common Stock	120,793	120,793	D	
6% Convertible Preferred Units in Simon Property Group, L.P.	(5)						(5)	(5)	Common Stock	1,024,796	1,024,796	I ⁽⁴⁾	Partnership

Explanation of Responses:

- The 6% Convertible Preferred Stock may be converted into Common Stock under the following circumstances: (a) if the 6% Convertible Preferred Stock is called for redemption; (b) if Simon Property Group, Inc. is party to a change of control; or (c) if during any fiscal quarter after the last day of the fiscal quarter during which the 6% Convertible Preferred Stock is issued, and only during such quarter, the closing sale price of the Common Stock for at least 20 trading days in a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter exceeds 125% of the then applicable conversion price on such trading day (initially 125% of \$63.857, or \$79.82125).
- The conversion price is subject to adjustments for certain reasons.
- Common Units are convertible into cash, or at the option of Simon Property Group, Inc., Common Stock of Simon Property Group, Inc. on a 1 for 1 basis and do not have an expiration date.
- As a partner in Woodbury Family Associates L.P.
- 6% Convertible Preferred Units are convertible into Common Units at an initial rate (subject to adjustment) of 1 Preferred Unit to 0.783 Common Units under the following circumstances: (a) if the Preferred Units are called for redemption; (b) if Simon Property Group, Inc. is party to a change of control; or (c) during any fiscal quarter after the fiscal quarter ending December 31, 2004 (and only during such fiscal quarter) if the closing sale price of the Common Stock for at least 20 trading days in a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter exceeds 125% of the then applicable conversion price on such trading day (initially 125% of \$63.857, or \$79.82125).

Remarks:

/s/ David C. Bloom

01/18/2005

** 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.

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 Number.