SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

)	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(h)
	Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

1. Name and Address of Reporting Person [*] SMITH J ALBERT JR		Name and Ticker		/mbol <u>UP INC /DE/</u> [5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (spec				
(Last) (First) (Middle) 1 EAST OHIO STREET, IN1-0175	3. Date o 05/11/2	of Earliest Transac 2016	tion (Month/D	ay/Year)		below)	below)		
(Street) INDIANAPOLIS IN 46204	4. If Ame	endment, Date of C	Driginal Filed ((Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Pers	son		
(City) (State) (Zip)						F CISON				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
		2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3,		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		

	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.		Disposed Of 5)	(D) (Instr	. 3, 4 and	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	05/11/2016		A ⁽¹⁾		850	A	(1)	36,803 ⁽²⁾	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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed	6. Date Exerc Expiration Da (Month/Day/Y	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)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Non-cash compensation- Award of restricted stock under the Simon Property Group, L.P. 1998 Stock Incentive Plan. The restricted stock vests on May 11, 2017.

2. Includes 640 common shares acquired through the reinvestment of dividends received on common shares in 2015 under the Company's Stock Incentive Plan.

<u>J. Albert Smith, Jr., and his</u>	
<u>attorney-in-fact, James M.</u>	05/13/2016
Barkley	
** Signature of Reporting Person	Date

** Signature of Reporting Person

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.