

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
Estimated average burden hours per response:	1.0

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* <u>STERRETT STEPHEN E</u> (Last) (First) (Middle) <u>225 W. WASHINGTON STREET</u> (Street) <u>INDIANAPOLIS IN 46204</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SIMON PROPERTY GROUP INC /DE/ [SPG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP/Chief Financial Officer</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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						Title
LTIP Units ⁽¹⁾	(1)	12/21/2012		G		18,618	(1)	(1)	Common Stock	18,618	\$0.25	0	D	
LTIP Units ⁽¹⁾	(1)	12/21/2012		G	18,618		(1)	(1)	Common Stock	18,618	\$0.25	18,618	I	By the Stephen E. Sterrett Irrevocable Trust ⁽¹⁾
LTIP Units ⁽¹⁾	(1)	12/21/2012		G		13,382	(1)	(1)	Common Stock	13,382	\$0.25	37,783	D	
LTIP Units ⁽¹⁾	(1)	12/21/2012		G	13,382		(1)	(1)	Common Stock	13,382	\$0.25	13,382	I	By the Stephen E. Sterrett Irrevocable Trust ⁽¹⁾

Explanation of Responses:

1. Represent long-term performance units ("LTIP Units") of Simon Property Group, L.P. (the "Operating Partnership") of which Simon Property Group, Inc. (the "Company") is the general partner. Each earned and fully vested LTIP Unit may be converted into units of limited partnership of the Operating Partnership ("Units"). Each Unit may be exchanged for a share of Company common stock, or cash, as selected by the Company. The LTIP Units are earned and fully vested as of the date of this report. The reported transactions involve the reporting person's gift of the LTIP Units to an irrevocable trust for the benefit of the reporting person's family. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Stephen E. Sterrett, and his attorney-in-fact, Shelly Doran 01/07/2013

** 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.