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 | FORM 5 | UNITED STATES
 +-----+ SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

 Foxworthy Randolph L.

 (Last) (First) (Middle)

 115 West Washington Street

 (Street)

 Indianapolis IN 46204

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol Simon Property Group, Inc. (SPG)

3. I.R.S. or Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year 12/99

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director Officer 10% Owner Other
 (give title below) (specify below)

 Executive Vice President - Corporate Development

TABLE I--NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
			Amount	(A) or (D)			
Common Stock	8/5/99	A*	25,000	A	*		
Common Stock	12/6/99	G	260	D	\$24,187		
Common Stock	12/6/99	P	260	A	\$24,187		
Common Stock					79,600*	D	

*If this form is filed by more than one person, see instruction 4(b)(v).

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	
				(A)	(D)
Option to Purchase	*	8/5/99	A	40,000	

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(e.g., puts, calls, warrants, options, convertible securities)--CONTINUED

1. Title of Derivative Security (Instr. 3)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (1) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase	*		Common Stock	40,000	*	171,463	D	

Explanation of Responses:

**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 provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

/s/ Randolph Foxworthy

2/15/00

**Signature of Reporting Person

Date

* Grant of restricted stock and options made in a two-year stock incentive program established under the Simon Property Group, L.P. 1998 Stock Incentive Plan. The restricted stock and options included within such grant are subject to forfeiture unless issuer meets performance goals and recipient satisfies vesting requirements. Further, the exercise price of the options included within the grant will be determined at such time as it is determined that the issuer has met its performance goals.