

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) August 18, 2008

**Simon Property Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-14469**  
(Commission  
File Number)

**04-6268599**  
(IRS Employer  
Identification No.)

**225 W. Washington Street**  
**Indianapolis, IN 46204**  
(Address of principal executive offices) (Zip Code)

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

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On August 18, 2008, Denise DeBartolo York and Fredrick W. Petri, members of the Board of Directors of Simon Property Group, Inc. (the "Company"), who had been elected directors by the holder of the Company's Class C common stock, advised the Company that they have resigned from the Company's Board of Directors effective immediately.

The resignations followed the conversion of the Class C common stock described in this report. Upon conversion, the holder of the Class C common stock relinquished its right to appoint two of the Company's directors.

The Company issued a press release on August 18, 2008 announcing the above changes in its Board of Directors. The press release is attached hereto as Exhibit 99.1 and the information set forth therein is incorporated herein by reference.

**ITEM 7.01 REGULATION FD DISCLOSURE.**

On August 17, 2008, NID Corporation (formerly the Edward J. DeBartolo Corporation) converted all 4,000 outstanding shares of the Company's Class C common stock into an equal number of shares of the Company's common stock. Upon conversion, the Class C common stock was retired and cancelled and will not be reissued.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

- (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued on August 18, 2008

**SIGNATURES**

Pursuant to the requirements 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.

Dated: August 20, 2008

SIMON PROPERTY GROUP, INC.

By: /s/ Stephen E. Sterrett  
Stephen E. Sterrett  
Executive Vice President and Chief  
Financial Officer

**Simon Property Group Class C Shareholder to Convert Holdings into Common Shares**

INDIANAPOLIS, Aug. 18 /PRNewswire-FirstCall/ — Simon Property Group, Inc. (the “Company”) (NYSE: SPG) today announced that an entity controlled by Edward J. DeBartolo, Jr. has elected to convert its holdings of 4,000 shares of Class C common stock into 4,000 Class A common shares as permitted in the Company’s charter. The shares held by Mr. DeBartolo’s entity represented all of the outstanding Class C common shares. Upon conversion, all shares of Class C common stock were retired and cancelled and will not be reissued.

As a result of the conversion, the Class C shareholder’s director designees, M. Denise DeBartolo York and Fredrick W. Petri, have resigned from the Company’s Board, and the Class C shareholder no longer has the right to appoint two directors.

David Simon, Chairman and Chief Executive Officer, said, “We are grateful for Ms. York’s and Mr. Petri’s many years of dedicated service to the Company and we wish them well in their future endeavors.”

**About Simon Property Group**

Simon Property Group, Inc. is an S&P 500 company and the largest public U.S. real estate company. Simon is a fully integrated real estate company which operates from five retail real estate platforms: regional malls, Premium Outlet Centers(R), The Mills(R), community/lifestyle centers and international properties. It currently owns or has an interest in 383 properties comprising 261 million square feet of gross leasable area in North America, Europe and Asia. The Company is headquartered in Indianapolis, Indiana and employs more than 5,000 people worldwide. Simon Property Group, Inc. is publicly traded on the NYSE under the symbol SPG. For further information, visit the Company’s website at [www.simon.com](http://www.simon.com).

SOURCE Simon Property Group, Inc.

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/Web site: <http://www.simon.com> /

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