

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <b>MELVIN SIMON &amp; ASSOCIATES INC</b>  (Last) (First) (Middle) <b>115 W. WASHINGTON STREET</b>  (Street) <b>INDIANAPOLIS IN 46204</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>SIMON PROPERTY GROUP INC /DE/ [ SPG ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2004</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2004		C		3,192,000	A	(1)	3,698,900	D	
Common Stock	03/01/2004		P		8,000	A	(2)	3,706,900	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(3)	03/01/2004		C		3,192,000		09/24/1998	(4)	Common Stock	3,192,000	\$0	8,000	D	
Class B Common Stock	(3)	03/01/2004		S		8,000		09/24/1998	(4)	Common Stock	8,000	(2)	0	D	

**Explanation of Responses:**

- The reporting person converted shares of Class B Common Stock into Common Stock on a one-for-one basis.
- The reporting person acquired 8,000 shares of Common Stock in exchange for 8,000 shares of Class B Common Stock and other consideration. The closing price of a share of Common Stock on March 1, 2004 as reported by the New York Stock Exchange was \$54.75.
- Shares of Class B Common Stock are convertible into shares of Common Stock on a one-for-one basis.
- There is no expiration date on the Class B Common Stock.

**Remarks:**

Although the reporting person owns less than 10%, it is a member of a group which beneficially owns more than 10%. Other members of the group have reported the securities reported on this form as indirectly owned by such persons.

Melvin Simon & Associates, Inc.      03/03/2004

\*\* 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.