

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933**

SIMON PROPERTY GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

04-6268599
(I.R.S. Employer
Identification No.)

**225 West Washington Street
Indianapolis, Indiana 46204**
(Address of Principal Executive Offices) (Zip Code)

**SIMON PROPERTY GROUP, L.P.
AMENDED AND RESTATED 1998 STOCK INCENTIVE PLAN**
(Full title of the plan)

James M. Barkley
General Counsel and Secretary
Simon Property Group
225 West Washington Street
Indianapolis, Indiana 46204
(Name and address of agent for service)

(317) 636-1600
(Telephone number, including area code, of agent for service)

Copy to:

David C. Worrell
Faegre Baker Daniels LLP
600 East 96th Street, Suite 600
Indianapolis, Indiana 46240
(317) 569-9600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x

Accelerated Filer o

Non-accelerated filer o

Smaller Reporting Company o

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(3)
Common Stock, par value \$0.0001 per share	6,000,000	\$ 157.75	\$ 946,500,000	\$ 108,469

(1) This Registration Statement registers 6,000,000 shares of Common Stock, not previously registered, under the Simon Property Group, L.P. Amended and Restated 1998 Stock Incentive Plan (the "1998 Plan").

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also registers additional shares of Common Stock as may be offered or issued to prevent dilution resulting from stock splits, stock dividends, and similar transactions in accordance with the anti-dilution provisions of the 1998 Plan.

(3) Estimated solely for the purpose of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low sale prices of the Common Stock as reported by the New York Stock Exchange on August 9, 2012.

<u>/S/J. ALBERT SMITH, JR.</u> J. Albert Smith, Jr.	Director	August 10, 2012
<u>/S/STEPHEN E. STERRETT</u> Stephen E. Sterrett	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 10, 2012
<u>/S/STEVEN K. BROADWATER</u> Steven K. Broadwater	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 10, 2012

INDEX OF EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	Amended and Restated Certificate of Incorporation of Simon Property Group, Inc. (incorporated by reference to Appendix A of the Proxy Statement on Schedule 14A of Simon Property Group, Inc. filed on March 27, 2009).
4.2	Amended and Restated By-laws of Simon Property Group, Inc. (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K filed by Simon Property Group, Inc. on March 25, 2009).
4.3	Eighth Amended and Restated Limited Partnership Agreement of Simon Property Group, L.P., dated as of May 8, 2008 (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed by Simon Property Group, Inc. on May 9, 2008).
4.4	Simon Property Group, L.P. 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Simon Property Group, Inc. on May 21, 2012).
5	Opinion of Faegre Baker Daniels LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Faegre Baker Daniels LLP (contained in the Opinion filed herewith as Exhibit 5).
24	Power of Attorney (included on the Signature Page of this Registration Statement).

Faegre Baker Daniels LLP
600 East 96th Street ▼ Suite 600
Indianapolis ▼ Indiana 46240-3789
Phone +1 317 569 9600
Fax +1 317 569 4800

August 10, 2012

Simon Property Group, Inc.
225 West Washington Street
Indianapolis, IN 46204

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Simon Property Group, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of the Company’s Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933 (the “Act”), registering the offer and sale of an additional 6,000,000 shares of the Company’s Common Stock, \$.0001 par value (the “Shares”), pursuant to the Simon Property Group, L.P. Amended and Restated 1998 Stock Incentive Plan (the “Plan”).

We have examined the Plan, the Registration Statement, the Certificate of Incorporation, as currently in effect, and the By-Laws, as currently in effect, of the Company, resolutions of the Company’s Board of Directors authorizing the issuance of the Shares, and such other documents as we have considered necessary. We have also examined a certificate of the Secretary of the Company dated the date hereof (the “Certificate”). In such examination, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the aforesaid documents, the authenticity of all documents submitted to us as originals, the conformity with originals of all documents submitted to us as copies (and the authenticity of the originals of such copies), and that all public records reviewed are accurate and complete. As to factual matters, we have relied on the certifications, statements or representations of the Company (including the Certificate) and have not independently verified the matters stated therein.

Based on the foregoing, we are of the opinion the Shares have been duly authorized and, when the Registration Statement shall have become effective, the Shares have been issued in accordance with the Plan and, where applicable, the consideration for the Shares specified in the Plan has been received by the Company, the Shares will be validly issued, fully paid and nonassessable.

This opinion letter is solely for the use of the Company in connection with the Registration Statement. The opinions expressed are limited to the matters set forth herein, and no opinions should be inferred beyond the matters expressly stated.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Very Truly Yours,

/s/ Faegre Baker Daniels LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the Simon Property Group, L.P. Amended and Restated 1998 Stock Incentive Plan of Simon Property Group, Inc. and Subsidiaries of our reports dated February 28, 2012, with respect to the consolidated financial statements and schedule of Simon Property Group, Inc. and Subsidiaries and the effectiveness of internal control over financial reporting of Simon Property Group, Inc. and Subsidiaries, incorporated by reference or included in its Annual Report (Form 10-K) for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Ernst & Young LLP

August 10, 2012
