

**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): **September 25, 2012**

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 WEST WASHINGTON STREET
INDIANAPOLIS, INDIANA**
(Address of principal executive offices)

46204
(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))

ITEM 8.01 Other Events

On September 25, 2012, Simon Property Group, Inc. (the "Company") registered the offering and sale of 142,611 shares of the Company's common stock by certain stockholders under the Company's Registration Statement on Form S-3 (Registration No. 333-179874), the prospectus dated March 2, 2012, and the related prospectus supplement dated September 25, 2012.

In connection with the offering and sale of the Shares by the selling stockholders, the following exhibit is filed herewith in order to be incorporated by reference into the Registration Statement, the base prospectus and the prospectus supplement: the opinion of counsel with respect to the validity of the Shares (Exhibit 5.1 to this Current Report on Form 8-K).

ITEM 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 5.1	Opinion of Faegre Baker Daniels LLP.

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.

SIMON PROPERTY GROUP, INC.

By: /s/ Steven K. Broadwater
Steven K. Broadwater
Senior Vice President and
Chief Accounting Officer

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

September 25, 2012

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

Ladies and Gentlemen:

We have acted as counsel for Simon Property Group, Inc., a Delaware corporation (the "Company"), in connection with the registration of the offering and sale of 142,611 shares of the Company's common stock (the "Shares") pursuant to the joint Registration Statement on Form S-3, Registration Nos. 333-179874 and 333-179874-01 (the "Registration Statement") filed by the Company and its subsidiary, Simon Property Group, L.P., a Delaware limited partnership (the "Operating Partnership"), with the Securities and Exchange Commission (the "Commission") under the Securities Act, the prospectus dated March 2, 2012, and the prospectus supplement dated September 25, 2012 (collectively, the "Prospectus"). The Shares were issued on September 25, 2012, in a private transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"). The Shares are being offered for sale by the stockholders identified in the Prospectus.

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K.

For purposes of this opinion letter, we have examined originals or copies, identified to our satisfaction, of the Registration Statement (including the documents incorporated by reference therein), the Prospectus and such other documents, corporate records, instruments and other relevant materials as we deemed advisable and have made such examination of statutes and decisions and reviewed such questions of law as we have considered necessary or appropriate. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies and the authenticity of the originals of such copies. As to facts material to this opinion letter, we have relied upon certificates, statements or representations of public officials, of officers and representatives of the Company and of others, without any independent verification thereof.

Simon Property Group, Inc.

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September 25, 2012

On the basis of and subject to the foregoing, we are of the opinion that the Shares have been validly issued and are fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to us under the heading "Legal Matters" in the Prospectus. In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Yours very truly,

/s/ Faegre Baker Daniels LLP