#### TAUBMAN CENTERS INC

Form 4 March 04, 2015

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Expires:

**OMB APPROVAL** 

Washington, D.C. 20549

3235-0287 Number: January 31,

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average burden hours per 0.5 response...

Form 4 or Form 5 obligations may continue. See Instruction

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(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TAUBMAN ROBERT S			2. Issuer Name and Ticker or Trading Symbol TAUBMAN CENTERS INC [TCO]	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)				
			(Month/Day/Year)	X Director 10% Owner				
TAUBMAN CENTERS, INC., 200			03/02/2015	X Officer (give title Other (specification) below)  President, CEO, AND Chair BOD				
E. LONG LAKE ROAD, SUITE 300								
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
BLOOMFIEL	D HILLS,	MI 48304	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				

(City)	(State)	(Zip) Tabl	e I - Non-l	Derivative	Securi	ities Acqu	iired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		
Common Stock	03/02/2015		M	15,019	A	\$0	17,932	D	
Common Stock	03/02/2015		F	5,555	D	\$ 72.34	12,377	D	
Common Stock	03/02/2015		P	5,555	A	\$ 73.16 (1)	17,932	D	
Common Stock							204,000	I	By wife (2)
Common Stock							7,405	I	As UTMA custodian

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			for daughter (2)
Common Stock	5,645	I	As UTMA custodian for son (2)
Common Stock	5,645	I	As UTMA custodian for son (2)
Common Stock	186,837	I	By limited liability company (3)
Common Stock	941,588	I	By limited liability company

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.		5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Restricted Stock Units (4) (5)	\$ 0	03/02/2015		M			15,019	<u>(6)</u>	<u>(6)</u>	Common Stock	15,
Units of Limited Partnership	\$ 0	12/02/2014		J	V	15,460		<u>(7)</u>	<u>(7)</u>	Common Stock	15,
Units of Limited Partnership	\$ 0	12/02/2014		J	V		445,000	<u>(7)</u>	<u>(7)</u>	Common Stock	445

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Units of Limited Partnership (7)	\$ 0	<u>(7)</u>	<u>(7)</u>	Common Stock
Units of Limited Partnership	\$ 0	<u>(7)</u>	<u>(7)</u>	Common Stock

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

TAUBMAN ROBERT S
TAUBMAN CENTERS, INC.
200 E. LONG LAKE ROAD, SUITE 300
BLOOMFIELD HILLS. MI 48304

President, CEO, AND Chair BOD

## **Signatures**

/s/ Michael S. Ben, Attorney-in-Fact

03/04/2015

X

\*\*Signature of Reporting Person

Date

### **Explanation of Responses:**

- \* 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).
- This price represents the weighted average price of the multiple transactions reported on this line. The shares were acquired at prices (1) ranging from \$73.12 to \$73.20 per share. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide full information regarding the number of shares acquired at each separate price.
- (2) Mr. Taubman disclaims all beneficial interest in the shares of common stock owned by his wife or in the UTMA accounts for the benefit of his children.
- (3) Mr. Taubman disclaims all beneficial interest in the shares of common stock owned by such limited liability company beyond his pecuniary interest therein.
- (4) Restricted stock units were granted to the reporting person pursuant to The Taubman Company 2008 Omnibus Long-Term Incentive Plan. Each restricted stock unit represents a contingent right to receive upon vesting one share of the Company's common stock.
- (5) Amount includes additional units granted as part of a grant modification completed in December 2014 in connection with a special dividend.
- (6) The restricted stock units vested on March 1, 2015.
  - Units of Limited Partnership in The Taubman Realty Group Limited Partnership may be exchanged for shares of common stock of Taubman Centers, Inc. on a one-for-one basis under the Continuing Offer (which is available to specified partners, including
- (7) Mr.Taubman). To avoid duplication, excludes the same number of Series B Preferred Stock of Taubman Centers, Inc. held by such persons, which under specified circumstances can be converted into common stock of Taubman Centers, Inc. at a ratio of one share of common stock for each 14,000 shares of Series B Preferred Stock. The distribution on December 2, 2014 also included a pro rata distribution of the same amount of Series B Preferred Stock.

(8) Represents a pro rata distribution from the limited liability company to its members based on pecuniary interest.

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(9) Mr. Taubman disclaims all beneficial interest in the shares of Series B Preferred Stock and units of limited partnership interest owned by such limited liability company beyond his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space 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.