

SIMON PROPERTY GROUP INC /DE/
Form DEFA14A
March 27, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant X

Filed by a Party other than the Registrant O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Simon Property Group, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
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 - (4) Date Filed:

Voting Items

THE BOARD OF DIRECTORS RECOMMENDS A VOTE

FOR PROPOSALS 1(a), 1(b), 1(c), 1(d), 3 AND 4

AND FOR ALL NOMINEES LISTED BELOW.

2. To elect a total of up to eight independent directors, including the Additional Nominees.

Nominees:

01) Melvyn E. Bergstein
02) Linda Walker Bynoe
03) Karen N. Horn, Ph.D.
04) Reuben S. Leibowitz

05) J. Albert Smith, Jr.

Additional Nominees:

06) Pieter S. van den Berg
07) Allan Hubbard
08) Daniel C. Smith
(The Additional Nominees will not be elected to the Board unless Proposal 1(a) is approved by 80% of the votes entitled to be cast.)

1. To approve three proposals to amend the Charter to:

1(a) Provide for the election of up to fifteen directors;
(If this proposal is not approved by 80% of the votes entitled to be cast, the Board will have only 9 Directors, 5 of whom are elected by holders of common stock.)

1(b) Delete supermajority voting requirements;

1(c) Increase the number of authorized shares; and

1(d) Delete or change obsolete or unnecessary provisions.

3. To authorize management to adjourn, postpone or continue the meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the meeting to adopt Proposal 1(a) or Proposal 1(b) listed above.
4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2009.
5. To transact such other business as may properly come before the meeting.

R1SPG3

R1SPG4
