

TAUBMAN CENTERS INC
Form 10-K/A
March 16, 2004

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

**FORM 10-K/A
Amendment No. 1**

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2003.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission File Number 1-11530

TAUBMAN CENTERS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Michigan
(State or other jurisdiction of
incorporation or organization) 38-2033632
(I.R.S. Employer
Identification No.)

200 East Long Lake Road
Suite 300, P.O. Box 200
Bloomfield Hills, Michigan 48303-0200
(Address of principal executive
office) (Zip Code)

Registrant's telephone number,
including area code: (248) 258-6800

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 Par Value	New York Stock Exchange
8.3% Series A Cumulative Redeemable Preferred Stock, \$0.01 Par Value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such report(s)) and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

X Indicate by a check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by a check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes X No

As of June 30, 2003, the aggregate market value of the 48,629,092 shares of Common Stock held by non-affiliates of the registrant was \$931,733,404, based upon the closing price of \$19.16 on the New York Stock Exchange composite tape on such date. (For this computation, the registrant has excluded the market value of all shares of its Common Stock reported as beneficially owned by executive officers and directors of the registrant and certain other shareholders; such exclusion shall not be deemed to constitute an admission that any such person is an "affiliate" of the registrant.) As of March 15, 2004, there were outstanding 50,456,343 shares of Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the annual shareholders meeting to be held in 2004 are incorporated by reference into Parts II and III.

Explanatory Note

This Amendment No. 1 to the Annual Report on Form 10-K of Taubman Centers, Inc. (the Form 10-K) for the fiscal year ended December 31, 2003 is being filed solely to correct the cover page of the original Form 10-K filed with the Securities and Exchange Commission on March 9, 2004. The remainder of the Form 10-K is unchanged and is not reproduced in this Amendment No. 1.

Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(a) List of documents that are filed as part of this report:

1. Exhibits:

31(a) Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.

31(b) Certificate of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the registrant has duly caused this Amendment No. 1 to the report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 16, 2004

TAUBMAN CENTERS, INC.

By: /s/ Robert S. Taubman

Robert S. Taubman
Chairman of the Board, President,
and Chief Executive Officer

EXHIBIT INDEX

Exhibit Number

- 31(a) Certification of Chief Executive Officer pursuant to 15 U.S.C. Section 10A, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31(b) Certification of Chief Financial Officer pursuant to 15 U.S.C. Section 10A, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.