

TAUBMAN CENTERS INC
Form 4/A
January 27, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TAUBMAN WILLIAM S

(Last) (First) (Middle)

200 EAST LONG LAKE ROAD, SUITE 300

(Street)

BLOOMFIELD HILLS, MI 48304

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TAUBMAN CENTERS INC [TCO]

3. Date of Earliest Transaction (Month/Day/Year)

01/07/2005

4. If Amendment, Date Original Filed (Month/Day/Year)

01/11/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	A N S
			Code	V	(A)	(D)				
Employee Incentive Option ⁽¹⁾	\$ 9.69	01/07/2005	M			8,008	<u>(2)</u>	03/08/2005	TRG Units ⁽³⁾	
Employee Incentive Option ⁽¹⁾	\$ 12.25	01/07/2005	M			500,000	<u>(4)</u>	03/28/2009	TRG Units ⁽³⁾	5
TRG Units ⁽³⁾	<u>(3)</u>	01/07/2005	M			8,008	<u>(9)</u>	<u>(10)</u>	Common Stock	
Series B Preferred Stock	<u>(5)</u>	01/07/2005	J ⁽⁶⁾			8,008	<u>(9)</u>	<u>(10)</u>	Common Stock	
TRG Units ⁽³⁾	<u>(3)</u>	01/07/2005	M			500,000	<u>(9)</u>	<u>(10)</u>	Common Stock	5
Series B Preferred Stock	<u>(5)</u>	01/07/2005	J ⁽⁶⁾			500,000	<u>(9)</u>	<u>(10)</u>	Common Stock	
TRG Units ⁽³⁾	<u>(3)</u>	01/07/2005	G	V		508,008	<u>(9)</u>	<u>(10)</u>	Common Stock	5
Series B Preferred Stock	<u>(5)</u>	01/07/2005	G	V		508,008	<u>(9)</u>	<u>(10)</u>	Common Stock	
TRG Units ⁽³⁾	<u>(3)</u>	01/07/2005	G	V	508,008		<u>(9)</u>	<u>(10)</u>	Common Stock	5
Series B Preferred Stock	<u>(5)</u>	01/07/2005	G	V	508,008		<u>(9)</u>	<u>(10)</u>	Common Stock	
Series B Preferred Stock	<u>(5)</u>						<u>(9)</u>	<u>(10)</u>	Common Stock	
Series B Preferred Stock	<u>(5)</u>						<u>(9)</u>	<u>(10)</u>	Common Stock	
Series B Preferred Stock	<u>(5)</u>						<u>(9)</u>	<u>(10)</u>	Common Stock	
Series B Preferred Stock	<u>(5)</u>						<u>(9)</u>	<u>(10)</u>	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAUBMAN WILLIAM S 200 EAST LONG LAKE ROAD SUITE 300 BLOOMFIELD HILLS, MI 48304	X		Executive Vice President	

Signatures

Jeffrey H. Miro,
Attorney-in-Fact

01/26/2005

__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).
- (1) Options were granted to the reporting person pursuant to The Taubman Realty Group Limited Partnership ("TRG") Incentive Option Plan (the "Plan"). Taubman Centers, Inc. (the "Company") is the Managing General Partner of TRG. Options granted under the Plan are exercisable for units of limited partnership interest in TRG ("TRG Units") and are granted to the Company's employees in accordance with the terms of the Plan and Rule 16b-3(d)(1).
- (2) The option vested as follows: 1/3 on March 9, 1998, 1/3 on March 9, 1999 and 1/3 on March 9, 2000.
- (3) Under the Company's Continuing Offer to employees covered by the Plan and certain other partners in TRG, each TRG Unit held by an offeree is exchangeable for one share of the Company's common stock.
- (4) The option vested as follows: 1/2 on September 30, 1999 and 1/2 on January 25, 2002.
- (5) Shares of the Company's Series B Preferred Stock are convertible into shares of the Company's common stock at the ratio of 14,000 shares of Series B Preferred Stock to one share of common stock (any resulting fractional shares are redeemed for cash).
- (6) Pursuant to the Company's Restated Articles of Incorporation, as amended (the "Articles"), each Registered Unitholder (as defined in the Articles) which acquires TRG Units may subscribe for shares of the Company's Series B Preferred Stock equal to the number of TRG Units acquired.
- (7) The reporting person is a member and manager of the limited liability company and disclaims all beneficial interest in the TRG Units and Series B Preferred Stock owned by such limited liability company beyond his pecuniary interest therein.
- (8) The reporting person is a general partner of the partnership and disclaims all beneficial interest in the Series B Preferred Stock owned by such partnership beyond his pecuniary interest therein.
- (9) Immediately convertible.
- (10) Not applicable.

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.