

TAUBMAN CENTERS INC
Form 4
February 23, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading Symbol
TAUBMAN CENTERS INC [TCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 EAST LONG LAKE ROAD, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2005

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

BLOOMFIELD HILLS, MI 48304

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/01/2005		M ⁽¹⁾		48,804.97	A	\$ 0
Common Stock	01/01/2005		D ⁽¹⁾		48,804.97	D	\$ 29.7565
Common Stock					12,300	I	By daughter ⁽²⁾
Common Stock					12,400	I	By son ⁽²⁾
Common Stock					186,837	I	By general partnership ⁽³⁾

Common Stock	300,000	I	By limited liability company ⁽⁴⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Notional Shares of Common Stock	<u>(5)</u>	01/01/2005		<u>M</u> ⁽¹⁾	48,804.97	01/01/2005 01/01/2005	Common Stock 48,804.97

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

/s/ Jeffrey H. Miro,
Attorney-in-Fact

02/23/2005

**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).
- Represents the payment of an award to the reporting person under The Taubman Company Long-Term Performance Compensation Plan.
- (1) The award was granted as of January 1, 1997 and vested on January 1, 2000, but receipt of payment of the award was deferred by the reporting person to January 1, 2005. The award, which was denominated in notional shares of common stock, was paid in cash pursuant to the original terms of the award.

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- (2) The reporting person disclaims all beneficial interest in the shares of Common Stock owned by his wife and children.
- (3) The reporting person disclaims all beneficial interest in the shares of Common Stock owned by such partnership beyond his pecuniary interest therein.
- (4) The reporting person disclaims all beneficial interest in the shares of Common Stock owned by such company beyond his pecuniary interest therein.
- (5) Each notional share represents an economic interest equivalent to one share of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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