

TAUBMAN CENTERS INC  
Form SC 14D9/A  
December 31, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 14D-9/A  
SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(D) (4) OF THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 4)

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TAUBMAN CENTERS, INC.  
(Name of Subject Company)

TAUBMAN CENTERS, INC.  
(Name of Person(s) Filing Statement)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

876664103  
(CUSIP Number of Class of Securities)

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LISA A. PAYNE  
TAUBMAN CENTERS, INC.  
200 EAST LONG LAKE ROAD  
SUITE 300, P.O. BOX 200  
BLOOMFIELD HILLS, MICHIGAN 48303  
(248) 258-6800  
(Name, Address and Telephone Number of Person Authorized to Receive Notice and  
Communications on Behalf of the Person(s) Filing Statement)

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WITH COPIES TO:

CYRIL MOSCOW  
HONIGMAN MILLER SCHWARTZ AND  
COHN, LLP

JEFFREY H. MIRO  
KENNETH H. GOLD  
MIRO, WEINER & KREIMER

ADAM O. EMMERICH  
TREVOR S. NORWITZ  
ROBIN PANOVA

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2290 FIRST NATIONAL BUILDING 38500 WOODWARD AVENUE, WACHTELL, LIPTON, ROSEN
660 WOODWARD AVENUE SUITE 100 & KATZ
DETROIT, MICHIGAN 48226-3583 BLOOMFIELD HILLS, 51 WEST 52ND STREET
(313) 465-7000 MICHIGAN 48303 NEW YORK, NEW YORK 10019
(248) 646-2400 (212) 403-1000

[ ] Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

This Amendment No. 4 amends and supplements the Solicitation/
Recommendation Statement on Schedule 14D-9 initially filed with the Securities
and Exchange Commission (the "Commission") on December 11, 2002 (as subsequently
amended, the "Schedule 14D-9"), by Taubman Centers, Inc., a Michigan corporation
(the "Company" or "Taubman Centers") relating to the tender offer made by Simon
Property Acquisitions, Inc. ("Offeror"), a wholly owned subsidiary of Simon
Property Group, Inc. ("Simon"), as set forth in a Tender Offer Statement filed
by Simon on Schedule TO, dated December 5, 2002 (the "Schedule TO"), to pay
\$18.00 net to the seller in cash, without interest thereon, for each Common
Share, upon the terms and subject to the conditions set forth in the Schedule
TO. Unless otherwise indicated, all capitalized terms used but not defined
herein shall have the meanings ascribed to them in the Schedule 14D-9.

ITEM 9. EXHIBITS

Item 9 is hereby amended and supplemented by adding thereto
the following:

Table with 2 columns: EXHIBIT NO. and DESCRIPTION. Row 1: Exhibit (a) (21) Statement issued by Taubman Centers on December 30, 2002

SIGNATURE

After due inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

Dated: December 31, 2002

Taubman Centers, Inc.

By: /s/ Robert S. Taubman

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

EXHIBIT INDEX

EXHIBIT NO.

DESCRIPTION

Exhibit (a) (21)

Statement issued by Taubman Centers, Inc. on  
December 30, 2002