

TAUBMAN CENTERS INC
Form 4
March 03, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 ROBERT S

(Last) (First) (Middle)

TAUBMAN CENTERS, INC., 200
E. 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)

03/01/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO, AND Chair BOD

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 Indirect Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	03/01/2011		J		20,000 (1)	A	\$ 0 62,094	D	
Common Stock	03/02/2011		G	V	60,000	D	\$ 0 2,094	D	
Common Stock							4,510	I	As UTMA custodian for son (2)
Common Stock							4,510	I	As UTMA custodian for son (2)
							6,295	I	

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Common Stock									As UTMA custodian for daughter ⁽²⁾
Common Stock	03/02/2011		G V	60,000	A	\$ 0	144,000	I	By wife ⁽²⁾
Common Stock	03/01/2011		J	<u>20,000</u> ⁽¹⁾	D	\$ 0	480,000	I	By limited liability company ⁽³⁾
Common Stock	03/02/2011		J	<u>11,975</u> ⁽¹⁾	A	\$ 0	491,975	I	By limited liability company ⁽³⁾
Common Stock							186,837	I	By limited liability company ⁽³⁾

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 (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 Securities (Instr. 3 and 4)	8. De	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽⁴⁾	\$ 0	03/02/2011		A	15,250	<u>(5)</u>	<u>(5)</u>	Common Stock	15,250

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TAUBMAN ROBERT S
TAUBMAN CENTERS, INC.
200 E. LONG LAKE ROAD, SUITE 300
BLOOMFIELD HILLS, MI 48304

X

President, CEO, AND Chair BOD

Signatures

/s/ Michael S. Ben,
Attorney-in-Fact

03/03/2011

__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).

- On March 1, 2011, R & W-TRG, LLC ("R & W"), a company owned by Mr. William Taubman and Mr. Robert Taubman, distributed
- (1) 20,000 shares of the Company's common stock to Mr. Robert Taubman. On March 2, 2011, Mr. William Taubman contributed 11,975 shares of the Company's common stock to R & W.
 - (2) Mr. Taubman disclaims all beneficial interest in the shares of common stock owned by his wife or in the UTMA accounts for the benefit of his children.
 - (3) Mr. Taubman disclaims all beneficial interest in the shares of common stock owned by such limited liability company beyond his pecuniary interest therein.
 - (4) Restricted stock units were granted to the reporting person pursuant to The Taubman Company 2008 Omnibus Long-Term Incentive Plan. Each restricted stock unit represents a contingent right to receive upon vesting one share of the Company's common stock.
 - (5) The restricted stock units vest on March 1, 2014.

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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