

TAUBMAN CENTERS INC
Form 5
February 14, 2017

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Operating Officer

TAUBMAN CENTERS, INC., 200
E. LONG LAKE ROAD, SUITE 300

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

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

6. Individual or Joint/Group Reporting

(check applicable line)

BLOOMFIELD
HILLS, MI 48304

(City) (State) (Zip)

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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 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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SEC 2270 (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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security				(Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	A N S
					(A)	(D)				
Units of Limited Partnership	\$ 0	09/12/2016	Â	W	67,372	Â	Â <u>(1)</u>	Â <u>(2)</u>	Common Stock	6
Units of Limited Partnership	\$ 0	09/12/2016	Â	J ⁽³⁾	Â	88,757	Â <u>(1)</u>	Â <u>(2)</u>	Common Stock	8
Units of Limited Partnership	\$ 0	09/12/2016	Â	J ⁽⁴⁾	472,650	Â	Â <u>(1)</u>	Â <u>(2)</u>	Common Stock	4
Units of Limited Partnership	\$ 0	12/31/2016	Â	J ⁽⁶⁾	148	Â	Â <u>(1)</u>	Â <u>(2)</u>	Common Stock	
Units of Limited Partnership	\$ 0	12/31/2016	Â	W	91	Â	Â <u>(1)</u>	Â <u>(2)</u>	Common Stock	
Units of Limited Partnership	\$ 0	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(2)</u>	Common Stock	
Units of Limited Partnership	\$ 0	Â	Â	Â	Â	Â	Â <u>(7)</u>	Â <u>(2)</u>	Common Stock	
Units of Limited Partnership	\$ 0	Â	Â	Â	Â	Â	Â <u>(8)</u>	Â <u>(2)</u>	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAUBMAN WILLIAM S TAUBMAN CENTERS, INC. 200 E. LONG LAKE ROAD, SUITE 300 BLOOMFIELD HILLS, MI 48304	Â X	Â	Â Chief Operating Officer	Â

Signatures

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

02/14/2017

__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) Units of Limited Partnership in The Taubman Realty Group Limited Partnership (Units of Limited Partnership) may be exchanged for shares of common stock of Taubman Centers, Inc. on a one-for-one basis under the Continuing Offer (which is available to specified partners, including Mr. Taubman and certain LLCs of which he is a member). To avoid duplication, excludes the same number of Series B Preferred Stock of Taubman Centers, Inc. (Series B Preferred Stock) held by such persons, which under specified circumstances can be converted into common stock of Taubman Centers, Inc. at a ratio of one share of common stock for each 14,000 shares of Series B Preferred Stock.
 - (2) Not applicable.
 - (3) Represents a contribution made by Mr. Taubman to a limited liability company. The contribution also included a contribution of the same amount of Series B Preferred Stock.

Shares were contributed to the limited liability company by Mr. Taubman (88,757 shares) and other members of the limited liability
 - (4) company (383,893 shares) on a pro rata basis based on ownership percentages. The contribution also included a pro rata contribution of the same amount of Series B Preferred Stock.
 - (5) Mr. Taubman disclaims all beneficial interest in the shares of Series B Preferred Stock and Units of Limited Partnership interest owned by such limited liability company beyond his pecuniary interest therein.
 - (6) Represents pro rata distributions from limited liability companies to their members based on pecuniary interest. The distributions also included pro rata distributions of the same amount of Series B Preferred Stock.

A portion of the Units of Limited Partnership are subject to the Continuing Offer referred to in footnote 1 herein. The remainder of the Units of Limited Partnership are subject to the Cash Tender Agreement, pursuant to which the person has the right to tender to Taubman
 - (7) Centers, Inc. such Units of Limited Partnership, subject to specified conditions, and cause Taubman Centers, Inc. to purchase the tendered interests at a purchase price based on the market price of the common stock of Taubman Centers, Inc. on the trading day immediately prior to the tender date (or, if lower, the market price at the closing of the sale of new shares of common stock of Taubman Centers, Inc., if Taubman Centers, Inc. elects to pay for the tendered interests from proceeds of an offering of common stock).
 - (8) A majority of the Units of Limited Partnership are subject to the Continuing Offer referred to in footnote 1 herein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.