

MILLS CORP
Form 4
April 04, 2007

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 *
SIMON PROPERTY GROUP INC /DE/

(Last) (First) (Middle)

225 W. WASHINGTON STREET

(Street)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MILLS CORP [MLS]

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	03/30/2007		J ⁽¹⁾⁽²⁾		28,145,000	A	\$ 25.25 ⁽¹⁾
Common Stock, par value \$0.01 per share	04/03/2007		J ⁽³⁾⁽⁴⁾		77,080,908 ^{(3) (4)}	A	\$ ⁽³⁾ 100 ^{(3) (4)}

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMON PROPERTY GROUP INC /DE/ 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204		X		
SIMON PROPERTY GROUP L P /DE/ 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204		X		

Signatures

/s/ Stephen E. Sterrett Stephen E. Sterrett, Executive Vice President and Chief Financial Officer, on behalf of Simon Property Group, Inc. 04/03/2007
 **Signature of Reporting Person Date

/s/ Stephen E. Sterrett Stephen E. Sterrett, Executive Vice President and Chief Financial Officer on behalf of Simon Property Group, Inc., as general partner of Simon Property Group, L.P. 04/03/2007
 **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)

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On March 30, 2007, SPG-FCM Acquisition, Inc. ("Sub") acquired an aggregate of 77,080,908 shares of common stock, par value \$0.01 per share, of The Mills Corporation (the "Company") through (a) the contribution by SPG-FCM Ventures, LLC ("Purchaser") of 48,935,908 shares; (b) the contribution of funds managed by Farallon Capital Management, L.L.C. ("Farallon") of 6,145,000 shares, in exchange for a certain amount of shares of Sub; and (c) the acquisition by Sub of 22,000,000 shares through the exercise of its option granted pursuant to the Short Form Merger Option Agreement (the "Option Agreement") dated February 12, 2007 among the Company, Purchaser and Sub, at a consideration per share equal to \$25.25, payable in the form of (i) \$0.01 in cash per share and (ii) a promissory note from Purchaser for \$25.25 per share less \$0.01 per share (or an aggregate principal amount of \$555,280,000). The amount of securities shown in this row is owned beneficially by Purchaser, through Sub.

- (2) Sub is a wholly owned subsidiary of Purchaser, and Purchaser is a joint venture between an entity owned by Simon Property Group, Inc. and Simon Property Group, L.P. (collectively "SPG") and Farallon. As a result of this relationship, SPG may be deemed to share beneficial ownership of the securities shown in this row.

- (3) On April 3, 2007, the acquisition of the Company by Purchaser was completed by means of a merger of Sub with and into the Company (the "Merger"). In the Merger, all outstanding shares of common stock of the Company (the "Shares") (other than shares held by the Company, Purchaser or any subsidiary of Purchaser, which were cancelled pursuant to the Merger, and shares as to which appraisal rights are perfected under Delaware law) were converted into the right to receive the same \$25.25 in cash per share, without interest, as was paid in the tender offer by Purchaser for all outstanding shares of the Company. As a result of the consummation of the Merger, and as a result of the relationship between Sub, Purchaser and SPG described in Footnote (2), SPG may be deemed to share beneficial ownership of all of the outstanding Shares of the Company.

- (4) Under the terms of the Merger, the number of Shares outstanding immediately after the Merger is significantly less than when there were publicly traded Shares and is not related to the number of Shares prior to the Merger.

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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