CHAZEN JEROME A

Form 4

March 13, 2009

# FORM 4

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

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 [*]<br>CHAZEN JEROME A | 2. Issuer Name **and** Ticker or Trading Symbol<br>**TAUBMAN CENTERS INC [TCO]** | 5. Relationship of Reporting Person(s) to Issuer |
|---|---|---|
| (Last)   (First)   (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/12/2009 | (Check all applicable)<br>\_\_X\_\_ Director   \_\_\_\_\_ 10% Owner<br>\_\_\_\_\_ Officer (give title   \_\_\_\_\_ Other (specify below)   below) |
| CHAZEN CAPITAL PARTNERS, LLC, 767 FIFTH AVENUE, 26TH FLOOR | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>\_X\_ Form filed by One Reporting Person<br>\_\_\_ Form filed by More than One Reporting Person |
| NEW YORK, NY 10153 | | |
| (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 | | | |
| 8% Series G Cumulative Redeemable Preferred Stock | 03/12/2009 | | P | | 25,675 | A | $ 15.5 | 30,675 | I | By wife (1) |
| 8% Series G Cumulative Redeemable Preferred Stock | | | | | | | | 15,000 | D | |
| | | | | | | | | 10,000 | I | |

| 8% Series G Cumulative Redeemable Preferred Stock | | | | | | By trust for son [(1)] |
|---|---|---|---|---|---|---|
| 8% Series G Cumulative Redeemable Preferred Stock | | 10,000 | | I | | By trust for daughter [(1)] |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| | | | | Code | V | (A) | (D) | | | | | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| CHAZEN JEROME A CHAZEN CAPITAL PARTNERS, LLC 767 FIFTH AVENUE, 26TH FLOOR NEW YORK, NY 10153 | X | | | |

# Signatures

| /s/ Michael S. Ben, Attorney-in-Fact | 03/13/2009 |
|---|---|
| **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)**    The reporting person disclaims all beneficial interest in the shares of preferred stock owned by his wife and the trusts for the benefit of his children.

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