

TAUBMAN CENTERS INC
Form 4
February 23, 2005

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

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 *
TAUBMAN ROBERT S

(Last) (First) (Middle)

200 EAST LONG LAKE RD, C/O
THE TAUBMAN CO, 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)

01/01/2005

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	(A) or (D)	Price
Common Stock	01/01/2005		M ⁽¹⁾		132,338.79	A	\$ 0
Common Stock	01/01/2005		D ⁽¹⁾		132,338.79	D	\$ 29.7565
Common Stock							2,500
Common Stock							1,000
Common Stock							9,500
							By daughter ⁽²⁾
							By son ⁽²⁾
							By son ⁽²⁾

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).

Represents the payment of an award to the reporting person under The Taubman Company Long-Term Performance Compensation Plan.

- (1) The award was granted as of January 1, 1997 and vested on January 1, 2000, but receipt of payment of the award was deferred by the reporting person to January 1, 2005. The award, which was denominated in notional shares of common stock, was paid in cash pursuant to the original terms of the award.
- (2) The reporting person disclaims all beneficial interest in the shares of Common Stock owned by his wife and children.
- (3) The reporting person disclaims all beneficial interest in the shares of Common Stock owned by such partnership beyond his pecuniary interest therein.
- (4) The reporting person disclaims all beneficial interest in the shares of Common Stock owned by such company beyond his pecuniary interest therein.
- (5) Each notional share represents an economic interest equivalent to one share of Common Stock.

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.