

ANDERSON DANA K
Form 4
December 16, 2011

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 *
ANDERSON DANA K

(Last) (First) (Middle)

THE MACERICH COMPANY, 401 WILSHIRE BOULEVARD, SUITE 700

(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MACERICH CO [MAC]

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2011

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)
Vice Chairman of the Board

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/14/2011		J ⁽¹⁾		55,000	D	Ⓣ
					175,218	⁽²⁾	I

By
Anderson Family Trust

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
OP Units	(3)	11/30/2011		G		200,000 (4)		03/16/1995	(5)	Common Stock	200,000
OP Units	(3)	12/14/2011		J(1)		55,000		03/16/1995	(5)	Common Stock	55,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON DANA K THE MACERICH COMPANY 401 WILSHIRE BOULEVARD, SUITE 700 SANTA MONICA, CA 90401	X		Vice Chairman of the Board	

Signatures

Madonna R. Shannon for DANA K. ANDERSON	12/16/2011
**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).

- (1) On December 14, 2011, the Anderson Family Trust exchanged 55,000 shares of the issuer's common stock for 55,000 OP Units that were owned by the Dana K. Anderson 2009 Grantor Retained Annuity Trust ("2009 GRAT"). The reporting person's wife and children are the trustees of the 2009 GRAT. After this transaction, the 2009 GRAT is the owner of 11,566.4974 OP Units and 55,000 shares of the issuer's common stock. The reporting person disclaims beneficial ownership of securities held in the 2009 GRAT, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or otherwise. On December 14, 2011, the closing price of the issuer's common stock was \$48.31.
- (2) The reporting person also directly owns 5,954 shares acquired through the Macerich Employee Stock Purchase Plan.
- (3) Redeemable for an equal number of common stock or, at the election of the issuer, cash equal to the fair market value of such shares. These securities were transferred to the Dana K. Anderson 2011 Grantor Retained Annuity Trust ("2011 GRAT") from the Anderson Family Trust. The reporting person's wife and children are trustees of the 2011 GRAT. The reporting person disclaims beneficial ownership of securities held in the 2011 GRAT, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
- (4)

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(5) None.

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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