#### COPPOLA ARTHUR M

Form 4

February 13, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

may continue.

See Instruction

Check this box

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(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* COPPOLA ARTHUR M

2. Issuer Name and Ticker or Trading

Issuer

below)

5. Relationship of Reporting Person(s) to

Symbol

(Middle)

(Zip)

MACERICH CO [MAC]

(Check all applicable)

THE MACERICH COMPANY, 401

(Street)

(State)

(Month/Day/Year)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 12/18/2012

X\_ Director 10% Owner X\_ Officer (give title Other (specify

Chairman & CEO

**WILSHIRE BOULEVARD #700** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ 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

SANTA MONICA, CA 90401

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned (T) Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities Acquired (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	str. 3) Price of Derivative Security		(Month/Day/Year) (Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
OP Units	<u>(1)</u>	12/18/2012		G	V	108,057 (2)		03/16/1995	(3)	Common Stock	108,0
LTIP Units	<u>(5)</u>	02/11/2013		A		100,000		(5)	(5)	Common Stock	100,0
OP Units	<u>(1)</u>	02/12/2013		G	V	108,057 (6)		03/16/1995	(3)	Common Stock	108,0
OP Units	(1)	02/12/2013		G	V	1,655,998.5 (7)		(8)	(3)	Common Stock	1,655,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
COPPOLA ARTHUR M THE MACERICH COMPANY 401 WILSHIRE BOULEVARD #700 SANTA MONICA, CA 90401	X		Chairman & CEO				

# **Signatures**

Madonna R. Shannon for ARTHUR M. COPPOLA

02/13/2013

\*\*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) Redeemable for an equal number of shares of common stock of the Issuer or, at the election of the Issuer, cash equal to the then fair market value of such shares.
- (2) Gifts by the reporting person to three trusts for the benefit of the reporting person's children.
- (3) None.
- (4) The reporting person disclaims beneficial ownership of the securities held in the trusts, 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.
  - Represents the vesting of performance-based units of limited partnership interest in The Macerich Partnership, L.P. (the "Partnership"), of which the Issuer is the general partner. These LTIP Units were issued as long-term incentive compensation and vested upon achievement of certain pre-established performance criteria. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for
- (5) federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into a common unit of limited partnership interest in the Partnership (the "Common Unit"). Each Common Unit may be redeemed after January 31, 2015, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit for one share of Common Stock. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.
- (6) Gifts by three family trusts to family LLC of which the reporting person is the sole manager.

Reporting Owners 2

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- (7) Gifts by the reporting person to family LLCs of which the reporting person is the sole manager.
- The exercise date for 1,135,259 OP Units is March 16, 1995; the exercise date for 42,944.5 OP Units is June 22, 2009; the exercise date (8) for 20,435 OP Units is March 15, 2011; the exercise date for 207,360 OP Units is February 1, 2013; the exercise date for 150,000 OP Units is February 1, 2014 and the exercise date for 100,000 OP Units is February 1, 2015.
- The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting (9) person is the beneficial owner of such securities for purposes of Section 16 or otherwise, except to the extent of the reporting person's pecuniary interests.

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.