

# **TAUBMAN CENTERS INC**

Reported by  
**TAUBMAN ROBERT S**

## **FORM 4/A**

(Amended Statement of Changes in Beneficial Ownership)

Filed 01/27/05 for the Period Ending 02/25/04

Address	200 E LONG LAKE RD SUITE 300 P O BOX 200 BLOOMFIELD HILLS, MI 48303-0200
Telephone	2482586800
CIK	0000890319
Symbol	TCO
SIC Code	6798 - Real Estate Investment Trusts
Industry	Real Estate Operations
Sector	Services
Fiscal Year	12/31

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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

### 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(f) of the  
Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
TAUBMAN ROBERT S		TAUBMAN CENTERS INC [ TCO ]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <b>President, CEO, and Chair BOD</b> <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
200 EAST LONG LAKE RD, C/O THE TAUBMAN CO, SUITE 300		2/25/2004			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
BLOOMFIELD HILLS, MI 48304		2/27/2004		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Incentive Option (1)	\$12.17	2/25/2004		M			197508	(2)	3/15/2004	TRG Units (3)	197508	\$0	0	D	
TRG Units (3)	(3)	2/25/2004		M			197508	(8)	(9)	Common Stock	197508	\$0	203433	D	
Series B Preferred Stock	(4)	2/25/2004		J (5)			197508	(8)	(9)	Common Stock	14	\$0	203433	D	
TRG Units (3)	(3)	2/25/2004		G	V		197508	(8)	(9)	Common Stock	197508	\$0	5925	D	
Series B Preferred Stock	(4)	2/25/2004		G	V		197508	(8)	(9)	Common Stock	14	\$0	5925	D	
TRG Units (3)	(3)	2/25/2004		G	V		197508	(8)	(9)	Common Stock	197508	\$0	782980	I	By limited liability company (6)
Series B Preferred Stock	(4)	2/25/2004		G	V		197508	(8)	(9)	Common Stock	14	\$0	782980	I	By limited liability company (6)
Series B Preferred Stock	(4)							(8)	(9)	Common Stock	1264		17699879	I	By partnership

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
															(7)
Series B Preferred Stock	(4)							(8)	(9)	Common Stock	451		6327098	I	By partnership (7)
Series B Preferred Stock	(4)							(8)	(9)	Common Stock	0		11011	I	By partnership (7)
Series B Preferred Stock	(4)							(8)	(9)	Common Stock	31		445191	I	By partnership (7)

**Explanation of Responses:**

- (1) Options were granted to the reporting person pursuant to The Taubman Realty Group Limited Partnership ("TRG") Incentive Option Plan (the "Plan"). Taubman Centers, Inc. (the "Company") is the Managing General Partner of TRG. Options granted under the Plan are exercisable for units of limited partnership interest in TRG ("TRG Units") and are granted to the Company's employees in accordance with the terms of the Plan and Rule 16b-3(d)(1).
- (2) The options vested over a five year period, with one-third vesting on March 15, 1997, a second third vesting on March 15, 1998 and the remaining third vesting on March 15, 1999.
- (3) Under the Company's Continuing Offer to employees covered by the Plan and certain other partners in TRG, each TRG Unit held by an offeree is exchangeable for one share of the Company's common stock.
- (4) Shares of the Company's Series B Preferred Stock are convertible into shares of the Company's common stock at the ratio of 14,000 shares of Series B Preferred Stock to one share of common stock (any resulting fractional shares are redeemed for cash).
- (5) Pursuant to the Company's Restated Articles of Incorporation, as amended (the "Articles"), each Registered Unitholder (as defined in the Articles) which acquires TRG Units may subscribe for shares of the Company's Series B Preferred Stock equal to the number of TRG Units acquired.
- (6) The reporting person is a member and manager of the limited liability company and disclaims all beneficial interest in the TRG Units and Series B Preferred Stock owned by such limited liability company beyond his pecuniary interest therein.
- (7) The reporting person is a general partner of the partnership and disclaims all beneficial interest in the Series B Preferred Stock owned by such partnership beyond his pecuniary interest therein.
- (8) Immediately convertible.
- (9) Not applicable.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAUBMAN ROBERT S 200 EAST LONG LAKE RD C/O THE TAUBMAN CO, SUITE 300 BLOOMFIELD HILLS, MI 48304	X		President, CEO, and Chair BOD	

**Signatures**/s/ **Jeffrey H. Miro, Attorney-in-Fact****1/26/2005**

\*\* Signature of Reporting Person

Date

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

\* 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).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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