

# TAUBMAN CENTERS INC

Reported by  
**TYSOE RONALD W**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/01/14 for the Period Ending 10/01/14

|             |                                                                                |
|-------------|--------------------------------------------------------------------------------|
| Address     | 200 E LONG LAKE RD<br>SUITE 300 P O BOX 200<br>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

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

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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  
or Section 30(h) of the Investment Company Act of 1940

|                                                                                                                                                                                                                                                              |                                                                                              |                                                                                                                                                                                                                                                                                         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>TYSOE RONALD W</b><br><small>(Last) (First) (Middle)</small><br><br><b>530 BALD EAGLE DRIVE</b><br><small>(Street)</small><br><br><b>JUPITER, FL 33477</b><br><small>(City) (State) (Zip)</small> | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>TAUBMAN CENTERS INC [ TCO ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br>_____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>10/1/2014</b></p>                                                                                                                                                            |                                                                                              | <b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                               |
| <b>4. If Amendment, Date Original Filed</b><br>(MM/DD/YYYY)                                                                                                                                                                                                  |                                                                                              |                                                                                                                                                                                                                                                                                         |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(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    |                                                                                                  |                                                          |                                                       |
| Common Stock                       | 10/1/2014      |                                   | A                         |   | 411<br>(2)                                                           |            | A<br>\$0 | 11955<br>(3)                                                                                     | D                                                        |                                                       |

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

| 1. Title of Derivate Security<br>(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)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date |     | 7. Title and Amount of Securities Underlying Derivative Security<br>(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 |                                            |                                                                                                     |                                                                                  |                                                        |

**Explanation of Responses:**

- (1) Under The Taubman Centers, Inc. Non-Employee Directors' Deferred Compensation Plan, each non-employee director may defer the receipt of all or a portion of his or her director retainer (cash and stock) until the earlier of the termination of such director's service on the Company's Board of Directors and upon a change of control. Such deferred compensation is denominated in restricted stock units, and the number of restricted stock units received equals the deferred retainer fee divided by the fair market value of the Company's common stock on the business day immediately before the date the director would otherwise have been entitled to receive the retainer fee. Mr. Tysoe has elected to defer the stock-based portion of his retainer fee in 2014; the shares reflected in the table above are the deferred shares for the current quarter.
- (2) The restricted stock units represent the right to receive equivalent shares of common stock at the end of the deferral period, and each director's account is 100% vested at all times. Therefore, the reporting person has elected to report the deferral as shares of common stock received on the grant date.
- (3) Under The Taubman Centers, Inc. Non-Employee Directors' Deferred Compensation Plan, each director's account is credited with dividend equivalents on the deferred restricted stock units when the Company pays cash dividends on its common stock, and such dividend equivalents are denominated in additional restricted stock units based on the fair market value of the Company's common stock on the business day immediately before the record date of the applicable dividend payment. The receipt of such dividends since the last Form 4 filing has been reflected in the column entitled 'amount of securities beneficially owned following reported transaction(s)', but has not been reported as a separate transaction.

**Reporting Owners**

|  |
|--|
|  |
|--|

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|----------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                      | Director      | 10% Owner | Officer | Other |
| <b>TYSOE RONALD W<br/>530 BALD EAGLE DRIVE<br/>JUPITER, FL 33477</b> | <b>X</b>      |           |         |       |

**Signatures**

/s/ Michael S. Ben, Attorney-in-Fact

10/1/2014

\*\* 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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