

TAUBMAN CENTERS INC

Reported by **PARKER MORGAN BENN**

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 06/09/08 for the Period Ending 05/29/08

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





UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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INITIAL STATEMENT OF 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

| 1. Name and Address of Reporting Person * Parker Morgan Benn | Statement (MM/DD/ | • | | 3. Issuer Name and Ticker or Trading Symbol TAUBMAN CENTERS INC [TCO] | | | | | | | |
|--|---------------------|---|---|---|--|---|------------------------|---|-----------------------|--|--|
| (Last) (First) (Middle) 1/F AON CHINA | 4. Relation | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | | | | | |
| BUILDING, 29 QUEEN'S ROAD | X Of | ficer (give title b | elow) Asia Mngmt | Other (specify below) | | | | | | | |
| (Street) CENTRAL, K3 00000-0000 (Stets) (State) (Zip) | Original F | 5. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) _ X _ Form filed by One Reporting Person _ Form filed by More than One Reporting Person | | | | | | |
| (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | | | | |
| 1.Title of Security (Instr. 4) | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | | | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 4. Nat Owner (Instr. | | | | | |
| Common stock | | | 0 | | | | | | | | |
| (Instr. 4) | 2. Date Exerc | Date Exercisable and xpiration Date | | 3. Title and Amour Securities Underly Derivative Security (Instr. 4) | | 4. Conv | ersion ercise of | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect | | |
| | Date Exercisable | Expiration Date | Title | Amou Numb Share | per of | Secur | | Direct (D) or Indirect (I) (Instr. 5) | | | |
| Incentive options (right to buy) (1) | (2) | 5/18/2015 | Common stock | 300 | 000 | \$31 | .31 | D | | | |

Explanation of Responses:

- (1) Options were granted to the reporting person pursuant to The Taubman Realty Group Limited Partnership ("TRG") 1992 Incentive Option Plan, as amended (the "1992 Plan"). The Company is the managing general partner of TRG. Options granted under the 1992 Plan are exercisable for units of limited partnership interest in TRG. Under the Company's continuing offer to employees covered by the 1992 Plan and certain other partners in TRG, each unit of limited partnership interest in TRG held by an offeree is exchangeable for one share of the Company's common stock.
- (2) One-third of the options vested on May 18, 2008. The remaining portion of the options vest in two equal installments on May 18, 2010 and 2012, respectively, subject to the satisfaction of certain Company performance criteria.

Remarks:

Exhibit 24--Power of Attorney

Reporting Owners

| Paparting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|------------------------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Parker Morgan Benn | | | | | | | |
| 1/F AON CHINA BUILDING | | | President, Taubman Asia Mngmt | | | | |
| 29 QUEEN'S ROAD | | | Fresident, Taubinan Asia Winging | | | | |
| CENTRAL, K3 00000-0000 | | | | | | | |

Signatures

/s/ Michael S. Ben, Attorney-in-Fact 6/9/2008 Date

** Signature of Reporting Person

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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Jeffrey H. Miro, Donald J. Kunz, and Michael S. Ben, signing singly, his or her true and lawful attorney-in-fact to:

- 1. execute for and on behalf of the undersigned, with respect to the undersigned's position as a director and/or officer of Taubman Centers, Inc. (the "Company"), Form ID and Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- 2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID or Forms 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the Unites States Securities and Exchange Commission and any stock exchange, stock market or similar authority; and
- 3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, and in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th of May 2008.

/s/ Morgan Parker Morgan Parker