

MACERICH CO
Form 4
March 08, 2016

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 *
Leanse Thomas J.

(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)
03/04/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior EVP, CLO & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/07/2016		C	(A) or (D) A	16,106 <u>(1)</u> \$ 0	D	
Common Stock	03/07/2016		S	(A) or (D) D	11,301 <u>(2)</u> \$ 79.178	D	
Common Stock	03/08/2016		S	(A) or (D) D	5,865 <u>(3)</u> <u>(4)</u> \$ 78.5	D	

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

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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)	Amount or Number of Shares
LTIP Units <u>(5)</u>	<u>(6)</u>	03/04/2016		A	15,625	<u>(6)</u>	Common Stock	15,625
OP Units	<u>(1)</u>	03/07/2016		C	16,106	12/31/2015 <u>(7)</u>	Common Stock	16,106

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leanse Thomas J. THE MACERICH COMPANY 401 WILSHIRE BOULEVARD, SUITE 700 SANTA MONICA, CA 90401			Senior EVP, CLO & Secretary	

Signatures

THOMAS J.
LEANSE

03/08/2016

**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) The reporting person redeemed 16,106 units of limited partnership interest ("Units") of The Macerich Partnership, L.P. (the "Partnership"), of which the Issuer is the general partner. Units are redeemable for an equal number of shares of the Issuer's common stock or, at the election of the Issuer, cash equal to the fair market value of such shares. The Issuer elected to redeem the reporting person's Units with common stock.
- (2) The sales price ranged from \$79.06-\$79.2046.
- (3) The reporting person also holds 161 shares in a trust for the benefit of one of his children.
- (4) In addition, 50 shares are held by his adult child who is currently sharing the reporting person's household. The reporting person disclaims beneficial ownership of all shares held by this child, and this report should not be deemed an admission that the

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reporting person is the beneficial owner of such shares for the purposes of Section 16 or otherwise.

- (5) Represents the reporting person's annual incentive award for his 2015 performance which was granted on the date designated by the Compensation Committee for all annual employee and director bonuses and awards consistent with best practices.

- (6) Represents units of limited partnership interest in the Partnership, of which the Issuer is the general partner, issued as compensation pursuant to the Issuer's equity based compensatory programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted into a common unit of limited partnership interest in the Partnership (a "Common Unit"). Each Common Unit acquired upon conversion of a LTIP Unit may be presented for redemption, 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 so presented for one share of Common Stock. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.

- (7) 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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