

MACERICH CO  
Form 4  
January 04, 2017

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**COPPOLA EDWARD C**

(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)

**12/20/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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. 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)
				(A) or (D) Code V Amount Price			
Common Stock	12/20/2016		G	350 <sup>(1)</sup> D \$ 0	257,274 <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup>	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

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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)		8. Price or Amount of Cash Received (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units <sup>(5)</sup>	<u>(5)</u>	01/01/2017		A		12,704		<u>(5)</u> (6)	<u>(5)</u>	Common Stock	12,704	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COPPOLA EDWARD C THE MACERICH COMPANY 401 WILSHIRE BOULEVARD, SUITE 700 SANTA MONICA, CA 90401	X		President	

## Signatures

Thomas J. Leanse for EDWARD C.  
COPPOLA

\*\*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) This gift was made to two individuals.
- (2) 5,221 shares are also held indirectly by the reporting person through the Company's 401(k) Plan.
- 5,053 shares are also held by Mr. Coppola for his children. The reporting person disclaims beneficial ownership of all shares held by his
- (3) children and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or otherwise.
- 39,969 shares are also held by E.C. Coppola Limited Partnership. The reporting person disclaims beneficial ownership of all shares held
- (4) through this partnership for his wife and children and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or otherwise.
- Represents units of limited partnership interest in The Macerich Partnership, L.P. (the "Partnership"), of which the Issuer is the general partner, issued as long term incentive 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 and time vesting, each LTIP Unit may be
- (5) 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.
- (6) LTIP Units vest one-third on December 29, 2017, one-third on December 31, 2018 and one-third on December 31, 2019.
- (7)

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In addition, the reporting person holds the following limited partnership units in the Partnership, which are generally redeemable upon certain circumstances for an equal number of shares of The Macerich Company's common stock: 1,375,492 OP Units held directly by the reporting person and 155,952 OP Units held through a grantor trust for the benefit of his children.

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.