TAUBMAN WILLIAM S

Form 4

August 29, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

9,443

500,000

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January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

TAUBMAN CENTERS INC [TCO]

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

Stock

Stock

Common

(Print or Type Responses)

TAUBMAN WILLIAM S

1. Name and Address of Reporting Person *

| | (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | | | | | |
|--|---|--|--------------------------------|---------------------------------|---|-----|--------|---|--|--|---|--|
| TAUBMAN CENTERS, INC., 200 E. LONG LAKE ROAD, SUITE 300 | | | | (Month/Day/Year) 08/28/2008 | | | | | _X Director 10% Owner S Officer (give title Other (specify below) below) Chief Operating Officer | | | |
| | | 4. If Ame | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| BLOOMFIELD HILLS, MI 48304 | | | | Filed(Month/Day/Year) | | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | DLOOMI IL | ELD IIILLS, MI | | | | | | Person | | | | |
| | (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | |
| | 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | Executio any | | 3. Transaction Code (Instr. 8) | | ispose | d of | 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 | 08/28/2008 | | | P | 200 | A | \$ 47.2 | 13,779 | I | As UTMA Custodian for daughter | |
| | Common Stock | | | | | | | | 13,800 | I | As UTMA dustodian for son (1) | |
| | Common | | | | | | | | 0.443 | D | | |

By limited

liability

company (2)

Common Stock

186,837

I

By general partnership

(3)

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 required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

9. Nu

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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. Transact Code (Instr. 8) | 5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 5 | ate | Amou Under Secur | le and ant of rlying ities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|---|---|---|---|--------------------------------------|---|---------------------|--------------------|------------------------|---|---|
| | | | | Code V | 7 (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

TAUBMAN WILLIAM S TAUBMAN CENTERS, INC. 200 E. LONG LAKE ROAD, SUITE 300 **BLOOMFIELD HILLS, MI 48304**

X

Chief Operating Officer

Signatures

/s/ Michael S. Ben,

Attorney-in-Fact 08/29/2008

**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) Mr. Taubman disclaims all beneficial interest in the shares of common stock owned in the UTMA accounts for the benefit of his children.

Reporting Owners 2

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- (2) Mr. Taubman disclaims all beneficial interest in the shares of common stock owned by such limited liability company beyond his pecuniary interest therein.
- (3) Mr. Taubman disclaims all beneficial interest in the shares of common stock owned by such partnership beyond his pecuniary interest therein.

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.