

O HERN THOMAS E
Form 4
May 27, 2010

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 *
O HERN THOMAS E

2. Issuer Name and Ticker or Trading Symbol
MACERICH CO [MAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

THE MACERICH COMPANY, 401 WILSHIRE BOULEVARD #700

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior EVP, Treasurer & CFO

(Street)

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

SANTA MONICA, CA 90401

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 05/12/2010 | | G | V | 1,200 D \$ 0 | 157,521 | D |
| COMMON STOCK | 05/25/2010 | | C | A | 37,784 A <u>(1)</u> | 196,730 ⁽²⁾ <u>(3) (4)</u> | D |

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

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SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Units | (1) | 05/25/2010 | | C(1) | 37,784 | 05/25/2010 (1) | Common Stock | 37,784 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| O HERN THOMAS E THE MACERICH COMPANY 401 WILSHIRE BOULEVARD #700 SANTA MONICA, CA 90401 | | | Senior EVP, Treasurer & CFO | |

Signatures

Madonna R. Shannon for THOMAS E. O'HERN
Date: 05/27/2010

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 37,784 units of limited partnership interest ("Units") of The Macerich Partnership, L.P., of which the issuer is the general partner. Of the 37,784 units, 9,196 units were previously vested service-based LTIP Units and 28,588 units were previously vested performance-based LTIP Units of The Macerich Partnership, L.P. 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. Units have no expiration date.
 - (2) Includes 1,425 shares acquired as part of the quarterly dividend of the Company and The Macerich Partnership, L.P. paid on March 22, 2010.
 - (3) 3,322 shares are also held indirectly by the reporting person through the Company's 401(k) Plan.
 - (4) In addition, 5,525 shares which includes 70 shares acquired as part of the Company's quarterly dividends paid on March 22, 2010 are held by minor children who share the reporting person's household. The reporting person disclaims beneficial ownership of all shares held by his 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.
 - (5) The reporting person also holds 4,598 unvested service-based LTIP Units and 35,640 unvested performance-based LTIP Units of The Macerich Partnership, L.P.

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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