

MACERICH CO
Form 4
May 20, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**ONTARIO TEACHERS PENSION
PLAN BOARD**

(Last) (First) (Middle)

**5650 YONGE STREET, 3RD
FLOOR**

(Street)

**TORONTO, ONTARIO, Z4 M2M
4H5**

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2015

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)

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. 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	05/18/2015		P	496,500	A \$ 83.45 (1)	22,569,055	I See Note (2) (4)
Common Stock, par value \$0.01 per share	05/19/2015		P	689,500	A \$ 83.05 (3)	23,258,555	I See Note (2)
						27,682	D

Common
Stock, par
value
\$0.01 per
share

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONTARIO TEACHERS PENSION PLAN BOARD 5650 YONGE STREET, 3RD FLOOR TORONTO, ONTARIO, Z4 M2M 4H5	X	X		
1700480 ONTARIO INC 20 QUEEN STREET WEST TORONTO, A6 M5H 3R4	X	X		

Signatures

/s/ Sandra Hardy, Authorized Person on behalf of 1700480 Ontario Inc. 05/20/2015
 **Signature of Reporting Person Date

/s/ Rossana Di Lieto, Chief Compliance Officer on behalf of Ontario Teachers' Pension Plan 05/20/2015
 **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 price reported in Column 4 is a weighted average price. These shares of Common Stock were purchased in multiple transactions at prices ranging from \$83.42 to \$83.46, inclusive. The reporting persons undertake to provide The Macerich Company, any security holder of The Macerich Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (1) and (3) to this Form 4.
- (2) 23,258,555 shares of Common Stock are owned directly by 1700480 Ontario Inc., which is a wholly owned subsidiary of Ontario Teachers' Pension Plan. Ontario Teachers' Pension Plan is an indirect beneficial owner of such reported securities.
- (3) The price reported in Column 4 is a weighted average price. These shares of Common Stock were purchased in multiple transactions at prices ranging from \$82.97 to \$83.07, inclusive.
- (4) Ontario Teachers' Pension Plan and 1700480 Ontario Inc. are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

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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