

OMB APPROVAL

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

SCHEDULE TO/A
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 34)

TAUBMAN CENTERS, INC.

(Name of Subject Company (Issuer))

SIMON PROPERTY ACQUISITIONS, INC.

SIMON PROPERTY GROUP, INC.

WESTFIELD AMERICA, INC.

(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$.01 PER SHARE

(Title of Class of Securities)

876664103

(CUSIP Number of Class of Securities)

James M. Barkley, Esq.
Simon Property Group, Inc.
National City Center
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Peter R. Schwartz, Esq.
Westfield America Inc.
11601 Wilshire Boulevard
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(Name, Address and Telephone Numbers of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

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CALCULATION OF FILING FEE

TRANSACTION VALUATION*

AMOUNT OF FILING FEE**

\$1,160,416,360

\$232,083.27

* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying \$20.00, the per share tender offer price, by 58,020,818 shares of Common Stock, consisting of (i) 49,298,965 outstanding shares of Common Stock, (ii) 2,270 shares of Common Stock issuable upon conversion of 31,784,842 outstanding shares of Series B Non-Participating Convertible Preferred Stock, (iii) 7,202,785 shares of Common Stock issuable upon conversion of outstanding partnership units of The Taubman Realty Group, Limited Partnership ("TRG") and (iv) 1,516,798 shares of Common Stock issuable upon conversion of outstanding options (each of which entitles the holder thereof to purchase one partnership unit of TRG which, in turn, is convertible into one share of Common Stock), based on Amendment No. 2 to the Registrant's Preliminary Revocation Solicitation Statement on Schedule 14A filed on May 14, 2003, the Registrant's Schedule 14D-9 filed on December 11, 2002, the Registrant's Annual Report on Forms 10-K and 10-K/A for the year ended December 31, 2002 and the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

** The amount of the filing fee calculated in accordance with Regulation 240.0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

/X/ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$248,745.11	Filing Party:	Simon Property Group, Inc.; Simon Property Acquisitions, Inc.; Westfield America, Inc.
Form or Registration No.	Schedule TO (File No. 005-42862), Amendment No. 1 to the Schedule TO and Amendment No. 5 to the Schedule TO	Date Filed	December 5, 2002, December 16, 2002 and January 15, 2003

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
- Check the appropriate boxes below to designate any transactions to which the statement relates.
- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.
- Check the following box if the filing is a final amendment reporting the results of the tender offer:
- =====

SCHEDULE TO

This Amendment No. 34 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "Commission") on December 5, 2002, as amended and supplemented by Amendment No. 1 thereto filed with the Commission on December 16, 2002, by Amendment No. 2 thereto filed with the Commission on December 27, 2002, by Amendment No. 3 thereto filed with the Commission on December 30, 2002, by Amendment No. 4 thereto filed with the Commission on December 31, 2002, by Amendment No. 5 thereto filed with the Commission on January 15, 2003, by Amendment No. 6 thereto filed with the Commission on January 15, 2003, by Amendment No. 7 thereto filed with the Commission on January 16, 2003, by Amendment No. 8 thereto filed with the Commission on January 22, 2003, by Amendment No. 9 thereto filed with the Commission on January 23, 2003, by Amendment No. 10 thereto filed with the Commission on February 7, 2003, by Amendment No. 11 thereto filed with the Commission on February 11, 2003, by Amendment No. 12 thereto filed with the Commission on February 18, 2003, by Amendment No. 13 thereto filed with the Commission on February 21, 2003, by Amendment No. 14 thereto filed with the Commission on February 21, 2003, by Amendment No. 15 thereto filed with the Commission on February 27, 2003, by Amendment No. 16 thereto filed with the Commission on February 27, 2003, by Amendment No. 17 thereto filed with the Commission on February 28, 2003, by Amendment No. 18 thereto filed with the Commission on March 3, 2003, by Amendment No. 19 thereto filed with the Commission on March 6, 2003, by Amendment No. 20 thereto filed with the Commission on March 18, 2003, by Amendment No. 21 thereto filed with the Commission on March 21, 2003, by Amendment No. 22 thereto filed with the Commission on March 28, 2003, by Amendment No. 23 thereto filed with the Commission on March 31, 2003, by Amendment No. 24 thereto filed with the Commission on April 30, 2003, by Amendment No. 25 thereto filed with the Commission on May 2, 2003, by Amendment No. 26 thereto filed with the Commission on May 9, 2003, by Amendment No. 27 thereto filed with the Commission on May 12, 2003, by Amendment No. 28 thereto filed with the Commission on May 13, 2003, by Amendment No. 29 thereto filed with the Commission on May 21, 2003, by Amendment No. 30 thereto filed with the Commission on May 27, 2003, by Amendment No. 31 thereto filed with the Commission on May 30, 2003, by Amendment No. 32 thereto filed with the Commission on June 4, 2003 and by Amendment No. 33 thereto filed with the Commission on June 10, 2003 (as amended and supplemented, the "Schedule TO") relating to the offer by Simon Property Acquisitions, Inc., a Delaware corporation (the "Purchaser") and wholly owned subsidiary of Simon Property Group, Inc., a Delaware corporation ("SPG Inc."), to purchase all of the outstanding shares of common stock, par value \$.01 per share (the "Shares"), of Taubman Centers, Inc. (the "Company") at a purchase price of \$20.00 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 5, 2002 (the "Offer to Purchase"), and the Supplement to the Offer to Purchase, dated January 15, 2003 (the "Supplement"), and in the related revised Letter of Transmittal (which, together with any supplements or amendments, collectively constitute the "Offer"). This Amendment No. 34 to the Schedule TO is being filed on behalf of the Purchaser, SPG Inc. and Westfield America, Inc. ("WEA").

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase, the Supplement and the Schedule TO, as applicable.

The item numbers and responses thereto below are in accordance with the requirements of Schedule TO.

Item 11. ADDITIONAL INFORMATION.

On June 20, 2003, the United States Court of Appeals for the Sixth Circuit issued an Order (the "Order"), a copy of which is filed herewith as Exhibit (a) (5) (GGG). The Order granted appellants' motion to expedite the appeal of the Amended Opinion and Order issued on May 8, 2003 by the United States Court for the Eastern District of Michigan in the matter of Simon Property Group, Inc. et al., Plaintiffs, vs. Taubman Centers, Inc., et

al., Defendants, and Lionel Z. Glancy, Plaintiff, vs. Robert S. Taubman, et al., Defendants.

On June 5, 2003, the Michigan State House of Representatives passed House Bill No. 4764 ("HB 4764"), which provided for certain amendments to the Michigan Control Share Act. On June 24, 2003, Michigan State Senate Majority Leader Ken Sikkema issued a press release announcing that the Michigan State Senate would not act on HB 4764 until after Michigan lawmakers returned from the summer recess in September 2003. In the press release, State Senate Majority Leader Sikkema announced that a date for further consideration of HB 4764 would not be announced until September 2003. A copy of the press release issued by State Senate Majority Leader Sikkema is filed herewith as Exhibit (a) (5) (HHH).

Item 12. EXHIBITS.

(a) (5) (GGG) Order issued on June 20, 2003 by the United States Court of Appeals for the Sixth Circuit in the matter of Simon Property Group, Inc. et al., Plaintiffs - Appellees, vs. Taubman Centers, Inc., et al., Defendants - Appellants, and Lionel Z. Glancy, Plaintiff - Appellant, vs. Robert S. Taubman, et al., Defendants - Appellees.

(a) (5) (HHH) Press release issued by Michigan State Senate Majority Leader Ken Sikkema, dated June 24, 2003.

SIGNATURE

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify as of June 25, 2003 that the information set forth in this statement is true, complete and correct.

SIMON PROPERTY GROUP, INC.

By: /s/ JAMES M. BARKLEY

Name: James M. Barkley
Title: Secretary and General Counsel

SIMON PROPERTY ACQUISITIONS, INC.

By: /s/ JAMES M. BARKLEY

Name: James M. Barkley
Title: Secretary and Treasurer

After due inquiry and to the best of its knowledge and belief, the undersigned hereby certifies as of June 25, 2003 that the information set forth in this statement is true, complete and correct.

WESTFIELD AMERICA, INC.

By: /s/ PETER R. SCHWARTZ

Name: Peter R. Schwartz
Title: Senior Executive Vice President

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
(a) (5) (GGG)	Order issued on June 20, 2003 by the United States Court of Appeals for the Sixth Circuit in the matter of Simon Property Group, Inc. et al., Plaintiffs - Appellees, vs. Taubman Centers, Inc., et al., Defendants - Appellants, and Lionel Z. Glancy, Plaintiff - Appellant, vs. Robert S. Taubman, et al., Defendants - Appellees.

(a) (5) (HHH)

Press release issued by Michigan State Senate Majority
Leader Ken Sikkema, dated June 24, 2003.

FILED
JUN 20 2003
LEONARD GREEN, Clerk

Case No: 03-1609: 03-1610
UNITED STATES COURT OF APPEALS
FOR THE SIXTH CIRCUIT

ORDER

LIONEL Z. GLANCY, on behalf of himself and all
others similarly situated
Plaintiff - Appellant

v.

TAUBMAN CENTER, INCORPORATED; A. ALFRED TAUBMAN;
ROBERT S. TAUBMAN; LISA A. PAYNE; GRAHAM T. ALLISON;
PETER KARMANOS, JR.; WILLIAM S. TAUBMAN;
ALLAN J. BLOOSTEIN; JEROME A. CHAZEN; S. PARKER GILBERT;

Defendants - Appellees

The appellants in both of the above-styled appeals have filed separate motions to expedite. The appellant in Case No. 03-1609 has also moved to consolidate both appeals. The appellee in Case No. 03-1609 has filed a response in opposition to the motion to expedite and consolidate.

Upon consideration, it is hereby ordered that the motion to expedite is hereby GRANTED as to both appeals. It is further ordered that both appeals are consolidated for the purpose of submission only.

ENTERED PURSUANT TO RULE 45(a),
RULES OF THE SIXTH CIRCUIT.
Leonard Green, Clerk

/s/ Leonard Green lbc

SENATE
MAJORITY LEADER
KEN SIKKEMA

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NEWS RELEASE

FOR IMMEDIATE RELEASE
Tuesday, June 24, 2003

CONTACT: Bill Nowling
(517) 373-5899
BNOWLING@SENATE.MICHIGAN.GOV

SIKKEMA: SHAREHOLDERS PROTECTION
BILL ON HOLD; NO ACTION UNTIL FALL

LANSING - Citing the need to balance Michigan's budget and the overwhelming complexity of corporate governance law, Senate Majority Leader Ken Sikkema today said the "Shareholders Protection Bill" will not be acted on before lawmakers recess for the summer.

"Our first priority is balancing the budget and putting Michigan's fiscal house in order," Sikkema said. "This bill is distracting our attention from the very pressing issues facing all Michigan residents.

"This bill deals with a very complex area of state law concerning corporate governance and the testimony it received - for and against - has been compelling and overwhelming. We need to consider this bill after the Legislature balances Michigan's budget when it can receive the attention it deserves."

House Bill 4764 amends state law governing acquisitions of publicly held Michigan corporations by allowing shareholders to form a voting block opposing a hostile takeover. The bill is currently in the Senate Commerce and Labor Committee.

Sikkema said a specific date when the committee will take up the bill will not be set until after lawmakers return from their summer recess in September.

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