

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SIMON DEBARTOLO GROUP, L.P.  
Simon Property Group, L.P.

(Exact name of each registrant as specified in its charter)

Delaware	34-1755769
Delaware	35-1903854
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

NATIONAL CITY CENTER  
115 WEST WASHINGTON STREET  
SUITE 15 EAST  
INDIANAPOLIS, IN 46204  
(317) 636-1600

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
REGISTRANTS' PRINCIPAL EXECUTIVE OFFICES)

DAVID SIMON  
CHIEF EXECUTIVE OFFICER  
SIMON DEBARTOLO GROUP, INC.  
NATIONAL CITY CENTER  
115 WEST WASHINGTON STREET  
SUITE 15 EAST  
INDIANAPOLIS, IN 46204  
(317) 636-1600

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING  
AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:

JAMES M. ASHER, ESQ.  
ROBERT E. KING, JR., ESQ.  
ROGERS & WELLS  
200 PARK AVENUE  
NEW YORK, NEW YORK 10166  
(212) 878-8000

DAVID C. WORRELL, ESQ.  
BAKER & DANIELS  
300 NORTH MERIDIAN STREET  
SUITE 2700  
INDIANAPOLIS, INDIANA 46204  
(317) 237-1110

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective. From time to time or at one time after the effective date of the Registration Statement.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  
333-11491

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	AMOUNT OF REGISTRATION FEE
Debt Securities	\$30,000,000	\$9,091

Guarantee of Debt Securities

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(2)

- (1) Represents 20% of amount of Debt Securities available to be issued as final takedown from prior registration statement.
- (2) Pursuant to Rule 457(n), no fee is payable.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(B) OF THE SECURITIES ACT OF 1933.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), by Simon DeBartolo Group, L.P. and Simon Property Group, L.P. (collectively, the "Registrants"). In accordance with Rule 429 under the Securities Act, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-3 (Registration No. 333-11491) which was declared effective by the Commission on November 21, 1996 relating to the offering of up to \$750,000,000 in aggregate public offering price of Debt Securities.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on August 13, 1997.

SIMON DeBARTOLO GROUP, L.P.  
By: SIMON DeBARTOLO GROUP, INC.,  
General Partner

By: /S/ DAVID SIMON  
David Simon, Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each persons whose signature appears below constitutes and appoints David Simon, Melvin Simon, Herbert Simon and Stephen E. Sterrett, and each of them (with full power to each of them to act alone) his true and lawful attorney-in-fact and agent, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and (ii) take any and all actions which may be necessary or appropriate in connection therewith, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

NAME	TITLE	DATE
/S/ MELVIN SIMON MELVIN SIMON	Co-Chairman of the Board of Directors	August 13, 1997
/S/ HERBERT SIMON HERBERT SIMON	Co-Chairman of the Board of Directors	August 13, 1997
/S/ DAVID SIMON DAVID SIMON	Chief Executive Officer and Director (Principal Executive Officer)	August 13, 1997
/S/ RICHARD S. SOKOLOV RICHARD S. SOKOLOV	President, Chief Operating Officer and Director	August 13, 1997
/S/ BIRCH BAYH BIRCH BAYH	Director	August 13, 1997
/S/ EDWARD J. DEBARTOLO, JR. EDWARD J. DEBARTOLO, JR.	Director	August 13, 1997
/S/ M. DENISE DEBARTOLO YORK M. DENISE DEBARTOLO YORK	Director	August 13, 1997
/S/ WILLIAM T. DILLARD, II WILLIAM T. DILLARD, II	Director	August 13, 1997
/S/ G. WILLIAM MILLER G. WILLIAM MILLER	Director	August 13, 1997
/S/ FREDRICK W. PETRI FREDRICK W. PETRI	Director	August 13, 1997
/S/ TERRY S. PRINDIVILLE TERRY S. PRINDIVILLE	Director	August 13, 1997
/S/ J. ALBERT SMITH, JR. J. ALBERT SMITH, JR.	Director	August 13, 1997
/S/ PHILIP J. WARD PHILIP J. WARD	Director	August 13, 1997
/S/ STEPHEN E. STERRETT STEPHEN E. STERRETT	Treasurer (Principal Financial Officer)	August 13, 1997
/S/ JOHN DAHL JOHN DAHL	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 13, 1997

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SIMON PROPERTY GROUP, L.P.  
By: SIMON DeBARTOLO GROUP, INC.,  
General Partner

By: /S/ DAVID SIMON  
David Simon, Chief Executive Officer

POWER OF ATTORNEY

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/S/ STEPHEN E. STERRETT STEPHEN E. STERRETT	Treasurer (Principal Financial Officer)	August 13, 1997
/S/ JOHN DAHL JOHN DAHL	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 13, 1997

INDEX TO EXHIBITS

5	Opinion of Baker & Daniels
23.1	Consent of Arthur Andersen LLP
23.2	Consent of Baker & Daniels is contained in its opinion filed as Exhibit 5.
24	Power of Attorney (included in the signature pages)

BAKER & DANIELS  
300 NORTH MERIDIAN STREET, SUITE 2700  
INDIANAPOLIS, INDIANA 46204  
(317) 237-0300  
(317) 237-1000 (FAX)

August 14, 1997

Simon DeBartolo Group, L.P.  
Simon Property Group, L.P.  
115 West Washington Street  
Indianapolis, Indiana 46204

Re: Registration Statement on Form S-3  
FILED PURSUANT TO RULE 462(B)

Ladies and Gentlemen:

We have acted as counsel for Simon DeBartolo Group, L.P., a Delaware limited partnership (the "Issuer"), and Simon Property Group, L.P., a Delaware limited partnership (the "Guarantor"), in connection with the above-noted registration statement (the "Registration Statement") as to which this opinion is being filed. We have been requested to render our opinion as to the legality of the securities being registered. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the "Act"), of an increase in the amount of the Operating Partnership's non-convertible investment grade debt securities, consisting of notes or debentures denominated in United States dollars or any other currency (the "Debt Securities") and of the guarantee of the Debt Securities by the Guarantor (the "Guarantee") that were issued pursuant to the Registration Statement on Form S-3 (Registration No. 333-11491) which became effective on November 21, 1996 (the "Prior Registration Statement"). You have advised us that an aggregate of \$150,000,000 public offering price of Debt Securities remains available for offering and sale from time to time pursuant to Rule 415 under the Act pursuant to the Prior Registration Statement. The aggregate public offering price of the Debt Securities available for sale under the Registration Statement will not exceed 20% of the amount of the Debt Securities issued under the final takedown under the Prior Registration Statement.

The Debt Securities are to be issued under an Indenture dated as of November 26, 1996 among the Operating Partnership, the Guarantor and The Chase Manhattan Bank, as trustee (the "Trustee"), as it may be supplemented from time to time (together, the "Indenture").

In connection with this opinion, we have examined (i) originals, photocopies or conformed copies of the Registration Statement and the Prior Registration Statement (including the exhibits and amendments thereto), (ii) the Indenture, (iii) records of certain of the corporate proceedings of the managing general partner of the Operating Partnership relating, among other things, to the proposed issuance and sale of the Debt Securities, and (iv) records of certain of the corporate proceedings of the general partner of the Guarantor relating to the Guarantee. In addition, we have made such other examination of law and fact as we considered necessary in order to form a basis for the opinions hereinafter expressed. In connection with such investigation, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as photocopies or conformed copies and the legal capacity of natural persons executing any of the documents, none of which facts we have independently verified. We have relied as to matters of fact upon certificates of officers of the managing general partner of the Operating Partnership and of officers of the general partner of the Guarantor.

In rendering the opinions set forth below, we have assumed that (i) the Operating Partnership and the Guarantor have been duly organized and are validly existing in good standing under the laws of Delaware, (ii) the Operating Partnership and the Guarantor have the legal power and authority to enter into and perform their respective obligations under the Indenture, the Debt Securities and the Guarantee, (iii) the execution, delivery and performance by the Operating Partnership of the Indenture and the Debt Securities will not conflict with or violate the charter or by-laws of the managing general partner of the Operating Partnership, the laws of Delaware or the terms of any agreement or instrument to which the Operating Partnership is subject, (iv) the execution, delivery and performance by the Guarantor of the Guarantee will not conflict with or violate the charter or by-laws of the general partner of the Guarantor, the laws of Delaware or the terms of any agreement or instrument to which the Guarantor is subject, and (v) the Indenture represents a valid and binding obligation of the Trustee. We have also assumed, with respect to the Debt Securities of a

particular series or issuance to be offered (the "Offered Securities"), that (i) the terms of issue and sale of the Offered Securities shall have been duly established in accordance with the Indenture, and (ii) the Offered Securities and the Guarantee shall have been duly authorized, issued and delivered by the Operating Partnership and the Guarantor and duly authenticated by the Trustee, all in accordance with the terms of the Indenture, and against payment by the purchasers thereof at the agreed consideration therefor.

Based on the foregoing, and subject to the limitations hereinafter set forth, we are of the opinion that:

1. The Indenture, as supplemented, when duly authorized, executed and delivered by the parties thereto, will represent a valid and binding obligation of each of the Operating Partnership and the Guarantor enforceable against the Operating Partnership and the Guarantor in accordance with its terms, except as such enforceability may be subject to (a) bankruptcy, insolvency, reorganization, fraudulent conveyance or transfer, moratorium or similar laws affecting creditors' rights generally, (b) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law), (c) requirements that a claim with respect to any Debt Securities denominated other than in United States dollars (or a judgment denominated other than in United States dollars in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law, (d) governmental authority to limit, delay or prohibit the making of payments outside the United States and (e) the enforceability of forum selection causes in the federal courts.

2. When issued, authenticated and delivered, the Offered Securities will represent valid and binding obligations of the Operating Partnership enforceable against the Operating Partnership in accordance with their respective terms, except as such enforceability may be subject to (a) bankruptcy, insolvency, reorganization, fraudulent conveyance or transfer, moratorium or similar laws affecting creditors' rights generally, (b) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law), (c) requirements that a claim with respect to any Offered Securities denominated other than in United States dollars (or a judgment denominated other than in United States dollars in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law (d) governmental authority to limit, delay or prohibit the making of payments outside the United States and (e) the enforceability of forum selection clauses in the federal courts.

3. The Guarantee, when duly authorized, executed and delivered by the Guarantor, and assuming that the Offered Securities have been duly issued, authenticated and delivered, will represent a valid and binding obligation of the Guarantor enforceable against the Guarantor in accordance with its terms, except as such enforceability may be subject to (a) bankruptcy, insolvency, reorganization, fraudulent conveyance or transfer, moratorium or similar laws affecting creditors' rights generally, (b) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law), (c) requirements that a claim on the Guarantee with respect to any Offered Securities denominated other than in United States dollars (or a judgment denominated other than in United States dollars in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law, (d) governmental authority to limit, delay or prohibit the making of payments outside the United States, (e) the enforceability of forum selection clauses in the federal courts and (f) any provision in the Guarantee purporting to preserve and maintain the liability of any party thereto despite the fact that the guaranteed debt is unenforceable due to illegality.

We express no opinion as to the enforceability of any provisions contained in the Indenture, the Offered Securities or the Guarantee that constitute waivers which are prohibited under applicable law.

In giving this opinion, we have, with your permission, relied as to matters involving the application of the laws of Maryland and Ohio, upon the opinions of Piper & Marbury L.L.P. and Vorys, Sater, Seymour and Pease, respectively, special Maryland and Ohio counsel, respectively, to the Issuer and the Guarantor, copies of which opinions have been delivered to you.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Yours very truly,

/s/ BAKER & DANIELS

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated February 18, 1997 included in Simon DeBartolo Group, L.P.'s Form 10-K for the year ended December 31, 1996, and our reports dated February 18, 1997 included in Simon Property Group, L.P.'s Form 10-K for the year ended December 31, 1996 and to all references to our Firm included in this registration statement.

/s/ ARTHUR ANDERSEN LLP

ARTHUR ANDERSEN LLP

Indianapolis, Indiana  
August 13, 1997