

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(AMENDMENT NO.1)

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): November 10, 1998

THE MACERICH COMPANY
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation)

1-12504
(Commission File No.)

95-4448705
(IRS Employer
Identification No.)

401 Wilshire Boulevard, Suite 700
Santa Monica, California
(Address of principal executive
offices)

90401
(Zip Code)

Registrant's telephone number, including area code: (310) 394-6911

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits.

- 4.3 Revised specimen certificate representing shares of Common Stock.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: December 8, 1998

THE MACERICH COMPANY

By: /s/ Richard A. Bayer
Name: Richard A. Bayer
Title: General Counsel and
Secretary

EXHIBIT LIST -

Exhibit
No.

Description

4.3 Revised specimen certificate representing shares of Common Stock.

59602
NUMBER
NY

SHARES

INCORPORATED UNDER THE LAWS
OF THE STATE OF MARYLAND

SEE REVERSE FOR
STATEMENT OF
RESTRICTIONS ON
ACQUISITION AND
TRANSFER

CUSIP 554382 10 1

[LOGO]
THE MACERICH COMPANY

This certifies that

is the record holder of

FULLY PAID AND NONASSESSABLE SHARES OF COMMON STOCK, PAR VALUE \$.01 PER SHARE,
OF

[CERTIFICATE OF STOCK]

THE MACERICH COMPANY (HEREINAFTER CALLED THE "CORPORATION") TRANSFERABLE ON
THE BOOKS OF THE CORPORATION IN PERSON OR BY DULY AUTHORIZED ATTORNEY UPON
SURRENDER OF THIS CERTIFICATE PROPERLY ENDORSED. THIS CERTIFICATE IS NOT
VALID UNTIL COUNTERSIGNED BY THE TRANSFER AGENT AND REGISTERED BY THE
REGISTRAR.

WITNESS THE FACSIMILE SEAL OF THE CORPORATION AND THE FACSIMILE SIGNATURES
OF ITS DULY AUTHORIZED OFFICERS.

DATED:

[SEAL]

COUNTERSIGNED AND REGISTERED:
FIRST CHICAGO TRUST COMPANY
OF NEW YORK
TRANSFER AGENT AND REGISTRAR,

AUTHORIZED SIGNATURE

/s/ Arthur Coppola
PRESIDENT

/s/ Richard A. Bayer
SECRETARY

Act

(State)

UNIF TRF MIN ACT - Custodian (until age)

(Cust)

under Uniform Transfers

(Minor)

to Minors Act

(State)

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

-----Shares
of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

-----Attorney
to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated

X

X

NOTICE: THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAMES(S) AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

Signature(s) Guaranteed

By

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C.

