SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR QUARTER ENDED JUNE 30, 1997 COMMISSION FILE NO. 1-12504

THE MACERICH COMPANY

(Exact name of registrant as specified in its charter)

MARYLAND	95-4448705
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

233 Wilshire Boulevard, Suite 700, Santa Monica, CA 90401

(Address of principal executive office) (Zip code)

Registrant's telephone number, including area code (310) 394-5333

N/A

(Former name, former address and former fiscal year, if changed since last report)

Number of shares outstanding of each of the registrant's classes of common stock, as of August 8, 1997.

Common stock, par value $.01 per share: 25,938,605

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve (12) months (or such shorter period that the Registrant was required to file such report) and (2) has been subject to such filing requirements for the past ninety (90) days.

YES X NO

The Macerich Company
Form 10Q

INDEX

	Page
Part I: Financial Information	
Item 1. Financial Statements	
Condensed consolidated balance sheets of The Company as of June 30, 1997 and December 31, 1996.	3
Condensed consolidated statements of operations of The Company for the periods from January 1 through June 30, 1997 and 1996.	4
Condensed consolidated statements of operations of The Company for the periods from April 1 through June 30, 1997 and 1996.	5
Condensed consolidated statements of cash flows of The Company for the periods from January 1 through June 30, 1997 and 1996.	6
Notes to condensed consolidated financial statements	7 to 14
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	15 to 23
Part II: Other Information	24

CONSOLIDATED BALANCE SHEETS OF THE COMPANY
(Dollars in thousands)
(Unaudited)

	June 30, 1997	December 31, 1996
ASSETS:		
Property, net	$1,199,941	$1,108,668
Cash and cash equivalents	8,383	15,643
Tenant receivables, including accrued overage rents of $2,882 in 1997 and $3,805 in 1996	17,911	23,192
Due from affiliates	3,371	3,105
Deferred charges and other assets, net	24,849	20,716
Investment in joint ventures and the Management Companies	15,345	16,429
Total assets	$1,269,800	$1,187,753
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Mortgage notes payable:		
Related parties	$135,626	$135,944
Others	585,225	584,295
Total	720,851	720,239
Bank notes payable	21,000	69,000
Convertible debentures	150,000	-
Accounts payable	787	4,197
Accrued interest expense	3,654	3,584
Accrued real estate taxes and ground rent expense	5,192	7,616
Due to affiliates	-	430
Deferred acquisition liability	5,000	5,000
Other accrued liabilities	26,369	27,696
Total liabilities	932,853	837,762
Minority interest in Operating Partnership	107,750	112,242
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Preferred stock, $.01 par value, 10,000,000 shares authorized - none issued	-	-
Common stock, $.01 par value, 100,000,000 shares authorized, 25,931,000 and 25,743,000 shares issued and outstanding at June 30, 1997 and December 31, 1996, respectively	257	257
Additional paid in capital	231,616	238,346
Accumulated earnings	-	-
Unamortized restricted stock	(2,676)	(854)
Total stockholders' equity	229,197	237,749
Total liabilities and stockholders' equity	$1,269,800	$1,187,753

The accompanying notes are an integral part of these financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS OF THE COMPANY

(Unaudited)
(Dollars in thousands, except per share amounts)

	Six Months Ended June 30, 1997	1996
REVENUES:		
Minimum rents	$65,554	$46,641
Percentage rents	4,157	3,089
Tenant recoveries	30,913	22,582
Other	2,029	1,073
Total Revenues	102,653	73,385
OPERATING COSTS:		
Shopping center expenses	31,934	23,796
General and administrative expense	1,189	1,396
Interest expense	31,163	20,359
Depreciation and amortization	19,681	15,650
Total Expenses	83,967	61,201
Equity in income of unconsolidated joint Ventures and the management companies	1,073	2,121
Income of the Operating Partnership	19,759	14,305
Minority interest in net income of Operating Partnership	(6,323)	(5,277)
Etraordinary loss on early extinguishment of debt	(512)	(315)
Net income	$12,924	$8,713
Net income per share before extraordinary item	$0.51	$0.45
Net income per common share	$0.50	$0.44
Dividend/distribution per common share outstanding	$0.88	$0.84
Weighted average number of common shares outstanding	25,901,000	19,986,000
Weighted average number of Operating Units outstanding	38,008,000	32,095,000

The accompanying notes are an integral part of these financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS OF THE COMPANY
(Unaudited)
(Dollars in thousands, except per share amounts)

	Three Months Ended June 30, 1997	1996
REVENUES:		
Minimum rents	$33,500	$24,003
Percentage rents	1,950	1,519
Tenant recoveries	15,995	12,058
Other	905	513
Total Revenues	52,350	38,093
OPERATING COSTS:		
Shopping center expenses	16,173	12,767
General and administrative expense	440	607
Interest expense	16,397	10,518
Depreciation and amortization	10,207	7,900
Total Expenses	43,217	31,792
Equity in income of unconsolidated joint ventures and the management companies	706	939
Income of the Operating Partnership	9,839	7,240
Minority interest in net income of Operating Partnership	(3,155)	(2,613)
Extraordinary loss on early extinguishment of debt	(512)	(315)
Net income	$6,172	$4,312
Net income per share before extraordinary item	$0.25	$0.23
Net income per common share	$0.24	$0.22
Dividend/distribution per common share outstanding	$0.44	$0.42
Weighted average number of common shares outstanding	25,953,000	19,996,000
Weighted average number of Operating Units outstanding	38,060,000	32,105,000

The accompanying notes are an integral part of these financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS OF THE COMPANY
(Dollars in thousands)
(Unaudited)

	For six months ended June 30, 1997	1996
Cash flows from operating activities:		
Net income	$12,924	$8,713
Adjustments to reconcile net income to net cash provided by operating activities:		
Extraordinary loss on early extinguishment of debt	512	315
Depreciation and amortization	19,681	15,650
Amortization of discount on trust deed note payable	17	331
Minority interest in the income of the Operating Partnership	6,323	5,277
Changes in assets and liabilities:		
Tenant receivables, net	5,281	(4,052)
Other assets	231	(101)
Accounts payable and accrued expenses	(5,765)	2,362
Due to affiliates	(696)	(1,046)
Other liabilities	(1,326)	(355)
Total adjustments	24,258	18,381
Net cash provided by operating activities	37,182	27,094
Cash flows from investing activities:		
Acquisitions of property and improvements	(55,458)	(66,802)
Renovations and expansions of centers	(5,366)	(5,075)
Additions to tenant improvements	(1,467)	(419)
Deferred charges	(7,338)	(3,592)
Equity in income of unconsolidated joint ventures and the management companies	(1,073)	(2,121)
Distribution from joint ventures	2,156	1,757
Proceeds from sale of assets	-	948
Net cash used in investing activities	(68,546)	(75,304)
Cash flows from financing activities:		
Proceeds from notes, mortgages and debentures payable	206,000	65,116
Payments on mortgages and notes payable	(149,607)	(1,621)
Dividends and distributions	(32,289)	(26,743)
Net cash provided by financing activities	24,104	36,752
Net decrease in cash	(7,260)	(11,458)
Cash and cash equivalents, beginning of period	15,643	15,570
Cash and cash equivalents, end of period	$8,383	$4,112
Supplemental cash flow information:		
Cash payment for interest	$31,077	$19,781
Non-cash transactions:		
Acquisition of property by assumption of debt	$46,202	$25,849
Acquisition of property by issuance of OP units	$-	$600

The accompanying notes are an integral part of these financial statements.

1. Interim Financial Statements and Basis of Presentation:

The accompanying consolidated financial statements of The Macerich Company have been prepared in accordance with generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements and have not been audited by independent public accountants.

The unaudited interim financial statements should be read in conjunction with the audited financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 1996. In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the financial statements for the interim periods have been made. The results for interim periods are not necessarily indicative of the results to be expected for a full year. The accompanying consolidated balance sheet as of December 31, 1996 has been derived from audited financial statements but does not include all disclosures required by GAAP.

Certain reclassifications have been made in the 1996 financial statements to conform to the 1997 financial statement presentation.

The computation of primary earnings per share is based on net income and the weighted average number of shares outstanding for the periods presented. Outstanding common stock options, using the treasury method, have less than a 3% dilutive effect on earnings per share and thus have not been included in the computation. The computation of fully diluted earnings per share is less than 3% dilutive and has not been presented.

2. Organization:

The Macerich Company (the "Company") was incorporated under the General Corporation Law of Maryland on September 9, 1993 and commenced operations effective with the completion of its initial public offering ("IPO") on March 16, 1994. The Company was formed to continue the business of the Macerich Group, which since 1972 has focused on the acquisition, ownership, redevelopment, management and leasing of regional shopping centers located throughout the United States. In 1994, the Company became the sole general partner of The Macerich Partnership L.P., (the "Operating Partnership"). The Operating Partnership owns or has an ownership interest in 24 regional shopping centers and three community shopping centers, including one that was acquired in 1997. Collectively these properties and interests are referred to as the "Centers". The Company conducts all of its operations through the Operating Partnership and other wholly owned subsidiaries, and the Company's two Management Companies, Macerich Property Management Company and Macerich Management Company, collectively referred to as "the Management Companies".

The Company, a real estate investment trust under the Internal Revenue Code of 1986, as amended, owns approximately 68% of The Operating Partnership and is the sole General Partner. The limited partnership interest not owned by the Company is reflected in these financial statements as Minority Interest.

THE MACERICH COMPANY (The Company)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - Continued
(Dollars in thousands)

3. Investments in Unconsolidated Joint Ventures and the Management Companies

The following are the Company's investments in various real estate joint ventures, which own regional retail shopping centers. The Operating Partnership is a general partner in these joint ventures. The Operating Partnership's interest in each joint venture is as follows:

Joint Venture	The Operating Partnership's Ownership %
Macerich Northwestern Associates	50%
North Valley Plaza Associates	50%
Panorama City Associates	50%
West Acres Development	19%

The non-voting preferred stock of the Management Companies is owned by the Operating Partnership, which provides the Operating Partnership the right to receive 95% of the distributable cash flow from the Management Companies. The Company accounts for the Management Companies and the unconsolidated joint ventures using the equity method of accounting.

Combined and condensed balance sheets and statements of operations are presented below for all unconsolidated joint ventures, and the Management Companies, followed by information regarding the Operating Partnership's beneficial interest in the combined operations. Beneficial interest is calculated based on the Operating Partnership's ownership interests in the joint ventures and the Management Companies.

COMBINED AND CONDENSED BALANCE SHEETS OF JOINT VENTURES
AND THE MANAGEMENT COMPANIES

	June 30, 1997	December 31, 1996
Assets:		
Properties, net	$106,093	$106,751
Other assets	7,771	13,257
Total assets	$113,864	$120,008
Liabilities and partners' capital:		
Mortgage notes payable	$84,628	$81,925
Other liabilities	4,729	11,116
The Company's capital	15,345	16,429
Outside Partners' capital	9,162	10,538
Total liabilities and partners' capital	$113,864	$120,008

3. Investments in Unconsolidated Joint Ventures and the Management Companies - Continued

COMBINED STATEMENTS OF OPERATIONS OF JOINT VENTURES AND THE MANAGEMENT COMPANIES

	Three Months Ended June 30		Six Months Ended June 30	
	1997	1996	1997	1996
Revenues	$7,802	$7,117	$15,670	$15,350
Expenses:				
Shopping center Expenses	2,449	1,397	5,053	3,691
Interest	1,573	1,613	3,135	3,213
Management company expense	882	845	1,904	1,804
Depreciation and Amortization	1,125	922	2,245	2,042
Total operating Costs	6,029	4,777	12,337	10,750
Gain on sale of Land	340	105	347	282
Net income	$2,113	$2,445	$3,680	$4,882

Significant accounting policies used by the unconsolidated joint ventures and the Management Companies are similar to those used by the Company.

Included in mortgage notes payable are amounts due to related parties of $43,500 at June 30, 1997 and December 31, 1996. Interest expense incurred on these borrowings amounted to $750 and $748 for the three months ended June 30, 1997 and 1996, respectively, and $1,483 and $1,488 for the six months ended June 30, 1997 and 1996, respectively.

The following table sets forth the Operating Partnership's beneficial interest in the joint ventures and the Management Companies:

PRO RATA SHARE OF COMBINED AND STATEMENT OF OPERATIONS OF JOINT VENTURES AND THE MANAGEMENT COMPANIES

	Three Months Ended June 30		Six Months Ended June 30	
	1997	1996	1997	1996
Revenues	$3,478	$3,547	$6,886	$7,491
Expenses:				
Shopping center expenses	926	999	1,937	1,784
Interest	512	539	1,020	1,072
Management company Expense	838	725	1,809	1,636
Depreciation and Amortization	561	365	1,113	932
Total operating costs	2,837	2,628	5,879	5,424
Gain on sale of land	65	20	66	54
Net income	$706	$939	$1,073	$2,121

THE MACERICH COMPANY (The Company)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - Continued
(Dollars in thousands)

4. Property:

Property is comprised of the following:

	June 30, 1997	December 31, 1996
Land	$259,447	$239,847
Building Improvements	1,071,400	990,125
Tenant Improvements	35,616	34,149
Equipment and Furnishings	5,554	4,769
Construction in Progress	9,560	4,195
	1,381,577	1,273,085
Less, accumulated depreciation	(181,636)	(164,417)
	$1,199,941	$1,108,668

5. Deferred Charges And Other Assets:

Deferred charges and other assets include leasing, financing and other assets are:

	June 30, 1997	December 31, 1996
Leasing	$25,959	$25,629
Financing	12,042	7,891
	38,001	33,520
Less, accumulated amortization	(15,551)	(15,434)
	22,450	18,086
Other assets	2,399	2,630
Total	$24,849	$20,716

6. Mortgage Notes Payable:

Mortgage notes payable at June 30, 1997 and December 31, 1996 consists of the following:

	Carrying Amount of Notes						
	1997		1996				
Property Pledged As Collateral	Other	Related Party	Other	Related Party	Interest Rate	Payment Terms	Maturity Date
Capitola Mall	----	$37,824	----	$37,976	9.25%	316 (d)	2001
Chesterfield Towne Center	$66,009	----	----	----	9.10%	548 (e)	2024
Chesterfield Towne Center	----	----	$59,023	----	8.75%	475 (e)	2024
Chesterfield Towne Center	----	----	5,304	----	9.38%	43 (e)	2024
Chesterfield Towne Center	----	----	1,922	----	8.88%	16 (e)	2024
Chesterfield Towne Center	3,403	----	3,444	----	8.54%	28 (d)	1999
Crossroads Mall(a)	---	$35,802	----	35,968	7.08%	244(d)	2010
Fresno Fashion Fair	38,000	----	38,000	----	8.40%	interest only	2005
Greeley Mall	18,172	----	18,514	----	8.50%	187(d)	2003
Green Tree Mall/ Crossroads - OK/ Salisbury (b)	117,714	----	117,714	----	7.23%	interest only	2004
Holiday Village	----	17,000	----	17,000	6.75%	interest only	2001
Lakewood Mall(c)	127,000	----	127,000	----	7.20%	interest only	2005
Northgate Mall	----	25,000	----	25,000	6.75%	interest only	2001
Parklane Mall	----	20,000	----	20,000	6.75%	interest only	2001
Queens Center	65,100	----	65,100	----	(f)	interest only	1999
Rimrock Mall	31,760	----	31,994	----	7.70%	244(d)	2003
South Towne Center	11,202	----	----	----	(g)	interest only	1998
Valley View Mall	51,000	----	60,000	----	(h)	interest only	2006
Villa Marina Marketplace	----	----	----	----	(i)	interest only	(I)
Vintage Faire Mall (j)	55,865	----	56,280	----	7.65%	427(d)	2003
Total	$585,225	$135,626	$584,295	$135,944			

Weighted average interest rate at June 30, 1997 7.55%

Weighted average interest rate at December 31, 1996 7.45%

Notes:

(a) This note was issued at a discount. The discount is being amortized over the life of the loan using the effective interest method. At June 30, 1997 and December 31, 1996 the unamortized discount was $446 and $463, respectively.

(b) This loan is cross collateralized by Green Tree Mall, Crossroads Mall, Oklahoma and Salisbury.

(c) On August 15, 1995 the Company issued $127,000 of collateralized floating rate notes (the "Notes"). The Notes bear interest at an average fixed rate of 7.20% and mature in July 2005.

6. Mortgage Notes Payable, Continued:

The Note requires the Company to deposit all cash flow from the property operations with a trustee to meet its obligations under the Notes. Cash in excess of the required amount, as defined, is released. Included in cash and cash equivalents is $750 of restricted cash deposited with the trustee at June 30, 1997 and at December 31, 1996.

(d) This represents the monthly payment of principal and interest.

(e) This amount represents the monthly payment of principal and interest. In addition, contingent interest, as defined in the loan agreement, may be due to the extent that 35% of the amount by which the property's gross receipts (as defined in the loan agreement) exceeds a base amount specified therein. Contingent interest expense recognized by the Company was $0 for the period ended June 30, 1997 and $155 for the six months ended June 30, 1996. As of January 1, 1997 all these loans were consolidated into a new loan of $66,200 at an interest rate of 9.1%.

(f) This loan bears interest at LIBOR plus 0.45%. There is an interest rate protection agreement in place on the first $10,200 of this debt with a LIBOR ceiling of 5.88% through maturity with the remaining principal having an interest rate cap with a LIBOR ceiling at 7.07% through 1997 and 7.7% thereafter.

(g) This loan bears interest at LIBOR plus 1.75% and the loan can be increased to $47,000.

(h) As of December 31, 1996 this loan bore interest at LIBOR plus 1.50%; however, on April 16, 1997 the Company converted this into a fixed rate loan bearing interest at 7.89% and maturing in October 2006.

(i) This credit facility, secured by Villa Marina Marketplace, originally bore interest at LIBOR plus 1.25% (7.00% at March 31, 1997), matures in March, 1998 and had a $0 balance at June 30, 1997. On August 6, 1997 the Company borrowed $58,000 on this facility, fixed the interest rate at 7.23% and extended the maturity to October, 2006.

(j) Included in cash and cash equivalents is $3,033 and $3,025 at June 30, 1997 and December 31, 1996, respectively, of cash restricted under the terms of this loan agreement.

Certain mortgage loan agreements contain a prepayment penalty provision for the early extinguishment of the debt.

The market value of mortgage notes payable at June 30, 1997 and December 31, 1996 is estimated to be approximately $694,000 and $733,000, respectively, based on current interest rates for comparable loans.

7. Bank Notes Payable:

The Company has a $50,000 unsecured line of credit with a bank. The line of credit bears interest at LIBOR plus 1.375% and matures in June 1998. There was a $21,000 balance outstanding on the line of credit at June 30, 1997 and $12,000 at December 31, 1996. Also, at December 31, 1996 there was a $57,000 unsecured note which was paid off in 1997.

8. Convertible Debentures:

On June 27, 1997, the Company issued and sold $150,000 of convertible subordinated debentures (the "Debentures") due 2002. The Debentures, which were sold at par, bear interest at 7.25% annually (payable semi-annually) and are convertible at any time, on or after 60 days, from the date of issue at a conversion price of $31.125 per share. The Debentures mature on December 15, 2002 and are callable by the Company after June 15, 2002 at par plus accrued interest. An additional $11,400 of debentures were sold in July, 1997.

9. Related-Party Transactions:

The Company engaged The Management Companies to manage the operations of the unconsolidated joint ventures and other affiliated shopping centers. The Management Companies are reflected under the equity method of accounting for investments.

Certain mortgage notes were held by outside partners of the individual Macerich Group partnerships. Interest expense in connection with these notes was $2,503 and $2,691 for the three months ended June 30, 1997 and 1996, respectively, and $4,993 and $5,417 for the six months ended June 30, 1997 and 1996, respectively. Included in accrued interest expense is interest payable to these partners of $491 and $516 at June 30, 1997 and December 31, 1996, respectively.

10. Commitments and Contingencies:

Certain partnerships have entered into noncancellable operating ground leases. The leases expire at various times through 2060, subject in some cases to options to extend the terms of the lease. Certain leases provide for contingent rent payments based on a percent of base rent income, as defined. Ground rent expenses were $342, including contingent rents of $0, for the six months ended June 30, 1997, and $388 for the six months ended June 30, 1996 including contingent rents of $10. Ground rent expenses were $171 and $204 for three months ended June 30, 1997 and 1996, respectively.

Perchloroethylene (PCE) has been detected in soil and groundwater in the vicinity of a dry cleaning establishment at North Valley Plaza. The California Department of Toxic Substance Control (DTSC) has advised the Company that very low levels of Dichlorethylene (1,2,DCE) a degradation byproduct of PCE, have been detected in a water well located 1/4 mile west from the dry cleaners, and that the dry cleaning facility may have contributed to the introduction of 1,2 DCE into the water well. According to DTSC, the maximum contaminant level (MCL) for 1,2DCE which is permitted in drinking water is 6 parts per billion (ppb); and the 1,2DCE was detected in the water well at 1.2 ppb, which is below the MCL. The Company has retained an environmental consultant and has initiated extensive testing of the site, although the extent of the impacted soil and groundwater has not been fully defined. Remediation is scheduled to begin in the first half of 1997. The joint venture that owns that property had a $674 reserve at June 30, 1997. In addition, $166 has already been incurred, to cover professional fees, testing costs and remediation.

Toluene, a petroleum constituent, was detected in one of three groundwater dewatering system holding tanks at the Queens Center. The source of the toluene is currently unknown, but it is possible that an adjacent service station has caused or contributed to the problem. It is also possible that the toluene remains from previous service station operations, which occurred on site prior to the development of the site into its current use in the early 1970s. Toluene was detected at levels of 410 and 160 parts per billion (ppb) in samples taken from the tank in October, 1995 and February 1996, respectively. Additional samples were taken in May and December of 1996, with results of .63 ppb and "non-detect" for the May sampling event and 16.2 ppb and 25.2 ppb for the December sampling event. The maximum containment level (MCL) for toluene in

10. Commitments and Contingencies, Continued:

drinking water is 150 ppb. Although the Company believes that no remediation will be required, it has set up a $150 reserve, of which $5 has already been incurred, to cover professional fees and testing costs. The Company intends to look to the responsible parties and insurers if remediation is required.

Dry cleaning chemicals, including PCE were detected in soil and groundwater in the vicinity of a dry cleaning establishment at Villa Marina Marketplace. The previous owner of the property has reported the release to the local government authorities and has agreed, subject to a limited indemnity agreement, to fully assess and remediate the site to the extent required by those authorities. The previous owner removed the dominant source of impacted soil in 1996. The local regulators have confirmed in writing that no further action is required with respect to the soil and have requested additional assessment of the groundwater. The previous owner is conducting such assessment. Although the Company believes that it will not be required to participate in assessment or remediation activities, it has set up a $150 reserve ($31 of which has already been incurred) to cover professional and legal fees.

Dry cleaning chemicals including PCE were detected in soil and groundwater in the vicinity of a former dry cleaning establishment at Huntington Center. The release has been reported to the local government authorities. The Company estimates, based on the data currently available, that costs for assessment, remediation and legal services will not exceed $500. Consequently, a $500 reserve was established at the time of the acquisition ($7 of which has already been incurred) to cover professional and legal fees. The Company intends to look to responsible parties and insurers for cost recovery.

The Company acquired Fresno Fashion Fair in December 1996. Asbestos has been detected in structural fireproofing throughout much of the Mall. Recent testing data conducted by a professional environmental consulting firms indicates that the fireproofing is largely inaccessible to building occupants and is well adhered to the structural members. Additionally, airborne concentrations of asbestos are well within OSHA's permissible exposure limit (PEL) of .1 fcc. The Company intends to abate asbestos fireproofing as tenant spaces become vacant. A reserve of $3.3 million was set up at acquisition ($12 of which has already been incurred) to cover future removal of this asbestos, as necessary.

11. Acquisition:

South Towne Center was acquired in March, 1997 for approximately $98,000, which included assumption of debt of $46,200 and $51,800 in cash. On a pro forma basis, reflecting this acquisition as if it had occurred on January 1, 1997, the Company would have reported, for the six months ended June 30, 1997, total revenues of $105,455, net income of $13,109, and net income per share of $0.51. On a pro forma basis, if the acquisition had occurred on January 1, 1996, the Company would have reported, for the six months ended June 30, 1996, total revenues of $77,713, net income of $8,927 and net income per share of $0.45. This pro forma information is based on assumptions management believes to be appropriate. The pro forma information is not necessarily indicative of what the actual results would have been had the acquisition occurred at the beginning of the period indicated, nor does it purport to project the Company's financial position or results of operations at any future date or for any future period.

12. Subsequent Event:

On August 6, 1997 a dividend of $0.44 per share was declared for shareholder and OP unit holders of record on August 18, 1997. The dividend is payable on September 9, 1997.

On August 6, 1997 the Company acquired Stonewood Mall for $92,000. The Company paid cash for the acquisition and concurrently borrowed $58,000 under its credit facility secured by Villa Marina Marketplace.

Item II

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion is based primarily on the consolidated balance sheet of the Macerich Company ("the Company") as of June 30, 1997, and also compares the activities for the six months and three months ended June 30, 1997, to the activities for the six months and three months ended June 30, 1996.

This information should be read in conjunction with the accompanying consolidated financial statements and notes thereto. These financial statements include all adjustments which are, in the opinion of management, necessary to reflect the fair statement of the results for the interim periods presented, and all such adjustments are of a normal recurring nature.

This Quarterly Report on Form 10-Q contains or incorporates statements that constitute forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Those statements appear in a number of places in this Quarterly Report on Form 10-Q and include statements regarding, among other matters, the Company's growth opportunities, the Company's acquisition strategy, regulatory matters pertaining to compliance with governmental regulations and other factors affecting the Company's financial condition or results of operations. Stockholders are cautioned that any such forward looking statements are not guarantees of future performance and involve risks, uncertainties and other factors which may cause actual results, performance or achievements to differ materially from the future results, performance or achievements, expressed or implied in such forward looking statements.

On August 15, 1995, the Company acquired The Centre at Salisbury ("Salisbury") in Salisbury, Maryland. Capitola Mall ("Capitola"), in Capitola, California was acquired on December 21, 1995, and Queens Center ("Queens"), in Queens, New York was acquired on December 28, 1995. These properties are known as the "1995 Acquisition Centers". In January, 1996 the company acquired Villa Marina Marketplace in Marina del Rey, California and in October, 1996 Valley View Mall in Dallas, Texas was acquired. In November, 1996 Rimrock Mall in Billings, Montana and Vintage Faire Mall in Modesto, California were acquired. In addition, in December, 1996 three malls were acquired: Buenaventura Mall in Ventura, California; Fresno Fashion Fair in Fresno, California; and Huntington Center in Huntington Beach, California. Together these acquisitions are referred to as the "1996 Acquisition Centers". The 1996 financial statements include Villa Marina Marketplace from the date of acquisition to June 30, 1996 and do not include results from any of the other 1996 Acquisition Centers. The 1997 financial statements include all the 1996 Acquisition Centers for the entire six months. On March 27, 1997 South Towne Center in Sandy, Utah was acquired and the results from this acquisition were included from March 27 through June 30, 1997. As a result of the acquisitions, many of the variations in the results of operations, discussed below, occurred due to the addition of these properties to the portfolio during 1997, 1996 and 1995. Many factors, such as availability and cost of capital, overall debt to market capitalization level, interest rates and availability of potential acquisition targets that meet the Company's criteria, impact the Company's ability to acquire additional properties. Accordingly, management is uncertain as to whether during the balance of 1997 there will be similar acquisitions and corresponding increases in revenues, net income and funds from operations that occurred as a result of the 1996 and 1995 acquisitions.

The bankruptcy and/or closure of retail stores, particularly Anchors, may reduce customer traffic and cash flow generated by a Center. During 1995, Federated Department Stores, Inc. announced the closure of the Broadway Stores at Panorama and Huntington Center, and Weinstocks at Parklane. Although the Panorama store has been sold to Wal-Mart, and the Company is replacing the other two stores with multi-screen theater complexes, the long-term closure of these or other stores could adversely affect the Company's performance.

In addition, the Company's success in the highly competitive real estate shopping center business depends upon many other factors, including general economic conditions, the ability of tenants to make rent payments, increases or decreases in operating expenses, occupancy levels, changes in demographics, competition from other centers and forms of retailing and the ability to renew leases or relet space upon the expiration or termination of leases.

Results of Operations - Six months Ended June 30, 1997 and 1996

Revenues

Minimum and percentage rents together increased $20.0 million to $69.7 million for the six months ended June 30, 1997 compared to $49.7 million in the six months ended June 30, 1996. The 1997 and 1996 Acquisition Centers were the primary reasons for this increase.

Tenant recoveries for the second quarter of 1997 increased by $8.3 million. This was due to the addition of the 1996 Acquisition Centers and the 1997 Acquisition ($9.4 million) and decreases in recoverable expenses at the other centers of $1.1 million.

Expenses

Operating expenses, including shopping center, management, leasing and ground rent expense, increased by $8.1 million for the six months ended June 30, 1997 compared to the same period in 1996. This increase was due to the addition of the 1997 and 1996 Acquisition Centers ($9.5 million) and decreases in other centers recoverable expenses of $1.5 million. Depreciation and amortization increased by $4.0 million. This increase was primarily due to the 1996 Acquisition Centers. Interest expense increased by $10.8 million primarily due to the increased interest expense on debt attributable to the 1997 and 1996 Acquisition Centers.

Income From Unconsolidated Joint Ventures and The Management Companies

The income from unconsolidated joint ventures decreased to $1.1 million compared to $2.1 million for the period ended June 30, 1996. This decrease was primarily due to reduced fee income relating to the sale of a managed asset of approximately $350 in 1997 compared to 1996, and a reduction of approximately $400 in net operating income at Panorama Mall.

Loss on Early Extinguishment of Debt

The Company paid off $148,000 million of debt during the second quarter of 1997 resulting in unamortized loan costs of $512 being written off as an extraordinary item in the second quarter of 1997, compared to $315 in the second quarter of 1996.

Net Income

Net income for the period increased to $12.9 million compared to $8.7 million for the six months ended June 30, 1996. This increase was due to the factors discussed above.

Cash Flows From Operating Activities

As a result of the factors discussed above, cash flow from operations increased to $37.2 million for the six months ended June 30, 1997 from $27.1 million for the same period in 1996.

Cash Flows From Investing Activities

Net cash flow used in investing activities decreased to $68.5 million from $75.3 million due primarily to less cash being used for acquisitions in 1997 compared to 1996.

Results of Operations - Three months Ended June 30, 1997 and 1996

Revenues

Minimum and percentage rents together increased $9.9 million for the three months ended June 30, 1997 compared to the same period in 1996. This increase resulted primarily from 1997 and 1996 Acquisition Centers.

Tenant recoveries increased to $16.0 million in June 30, 1997, from $12.1 million in 1996. The 1997 and 1996 Acquisition Centers were responsible for $5.2 million of this increase. The balance is primarily due to lower Same Centers recoverable expenses of $1.1 million.

Expenses

Operating expenses, including shopping center and ground rent expenses, increased by $3.4 million to $16.2 million in the second quarter of 1997, most of which related to the 1997 and 1996 Acquisition Centers ($4.8 million). Depreciation and amortization for the quarter increased to $10.2 million from $7.9 million for the same period in 1996. Virtually all of this increase was attributable to the 1997 and 1996 Acquisition Centers. Interest expense increased from $10.5 million in 1996 to $16.4 million in 1997. Most of the increase related to debt assumed on, or debt incurred to acquire, the 1997 and 1996 Acquisition Centers.

Income From Unconsolidated Joint Ventures and The Management Companies

The income from unconsolidated joint ventures and the Management Companies decreased from $939,000 in 1996 to $706,000 in 1997. This decrease was primarily due to decreased net income from the Management Companies.

Net Income

Net income for the period increased to $6.2 million from $4.3 million for the three months ended June 30, 1996. This increase was due to the factors discussed above.

Cash Flows From Operating Activities

As a result of the factors discussed above, cash flow from operations increased by $13.5 million in the second quarter of 1997 from $11.2 million during the second quarter of 1996.

Cash Flows From Investing Activities

Net cash flow used in investing activities decreased by $8.9 million compared to $10.7 million due primarily to less cash being used for acquisitions in the second quarter of 1997 compared to 1996.

Cash Flows From Financing Activities

Cash flow from financing activities decreased by $5.8 million in the second quarter of 1997 compared to $5.1 million for the second quarter of 1996 as a result of more mortgage financing in 1997.

Liquidity and Capital Resources

The Company intends to meet its short term liquidity requirements through cash generated from operations and working capital reserves. The Company anticipates that revenues will continue to provide necessary funds for its operating expenses and debt service requirements, and to pay dividends to stockholders in accordance with REIT requirements. The Company anticipates that cash generated from operations, together with cash on hand, will be adequate to fund capital expenditures which will not be reimbursed by tenants, other than non-recurring capital expenditures. Capital for major expenditures or redevelopments has been, and is expected to continue to be, obtained from equity or debt financings.

The Company believes that it will have access to the capital necessary to expand its business in accordance with its strategies for growth and maximizing Funds from Operations. The Company presently intends to obtain additional capital necessary to expand its business through a combination of additional equity offerings and debt financings.

The Company's total outstanding loan indebtedness at June 30, 1997 was $921.4 million (including its pro rata share of joint venture debt). This equated to a debt to Total Market Capitalization (defined as total debt of the Operating Partnership, including its pro rata share of joint venture debt, plus aggregate market value of outstanding shares of common stock, assuming full conversion of OP Units into stock) rate of 47% at June 30, 1997. Such debt consists primarily of conventional mortgages payable secured by individual properties, plus $150 million of convertible debentures maturing in December, 2002 at a conversion price $31.125. At June 30, 1997 the Company had a total of $86 million of floating rate indebtedness. In connection with $65.1 million of the Company's floating rate indebtedness, the Company has entered into interest rate protection agreements that limit the Company's exposure to increases in interest rates.

The Company has filed a shelf registration, which is not yet effective, to sell $500 million of common stock and common stock warrants.

The Company's line of credit is $50 million. The outstanding borrowings on the line of credit at June 30, 1997 were $21.0 million.

At June 30, 1997 the Company had cash and cash equivalents available of $8.4 million.

Funds From Operations

The Company believes that the most significant measure of its performance is Funds from Operations ("FFO"). FFO is defined by The National Association of Real Estate Investment Trusts ("NAREIT") to be: Net income, excluding gains (or losses) from debt restructuring and sales of property, plus depreciation and amortization (excluding: depreciation of personal property, amortization of financing cost and amortization of financial instruments) and after adjustments for unconsolidated joint ventures. Adjustments for unconsolidated partnerships and joint ventures will be calculated to reflect FFO on the same basis. Also, extraordinary items and significant non-recurring events are excluded from the FFO calculation. FFO does not represent cash flow from operations, as defined by generally accepted accounting principles, and is not necessarily indicative of cash available to fund all cash flow needs. The following reconciles net income to FFO:

	Six months ended June 30,		Three months ended June 30,	
	1997	1996	1997	1996
	(amounts in thousands)			
Net income	$12,924	$8,713	$6,172	$4,312
Adjustments to reconcile net income to FFO:				
Loss on early extinguishment of debt	512	315	512	315
Minority interest	6,323	5,277	3,155	2,613
Depreciation and amortization on wholly owned properties	19,681	15,650	10,207	7,900
Less amortization of loan costs and depreciation of personal property	(1,057)	(1,315)	(581)	(530)
Interest on convertible debentures	119	-	119	-
Pro rata share of joint venture depreciation and amortization of real estate	1,113	932	560	365
Pro rata share of (gain) loss on sale of joint venture assets	(66)	(54)	(65)	(20)
Total FFO	$39,549	$29,518	$20,079	$14,955
Weighted average number of shares outstanding, assuming full conversion of OP Units	38,008	32,095	38,060	32,105

The 1997 weighted average number of shares outstanding includes convertible debentures of $150,000,000 bearing interest at 7.25% at a conversion price of $31.125 issued on June 27, 1997.

Included in minimum rents for the six months ended June 30, 1997 were $1,726,600 of rents attributable to the accounting practice of "straight lining of rents." This compares to $745,000 for the same period in 1996.

Inflation

In the last three years, inflation has not had a significant impact on the Company because of a relatively low inflation rate. Substantially all the leases at the Centers have rent adjustments periodically through the lease term. These rent increases are either in fixed increments or based on increases in the Consumer Price Index. In addition, many of the leases are for terms of less than ten years, which enables the Company to replace existing leases with new leases at higher base rents if the rents of the existing leases are below the then existing market rate. Additionally, most of the leases require the tenants to pay their pro rata share of operating expenses. This reduces the Company's exposure to increases in costs and operating expenses resulting from inflation.

New Accounting Pronouncements, Issued But Not Yet Effective

The Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 128, "Earnings per Share" (EPS). SFAS No. 128 supercedes and simplifies the existing computational guidelines under Accounting Principles Board Opinion No. 15. The new pronouncement is effective for periods ended after December 15, 1997. Among other changes, SFAS No. 128 eliminates the presentation of primary EPS and replaces it with basic EPS for which common stock equivalents are not considered in the computation. SFAS No. 128 also revises the computation of diluted EPS. The Company does not expect SFAS No. 128 to have a material impact on its EPS, financial condition or results of operations.

In June 1997, the FASB issued SFAS No. 130 Reporting Comprehensive Income. SFAS No. 130 establishes standards for the reporting and display of comprehensive income and its components in a full set of general purpose financial statements. Comprehensive income is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from nonowner sources. The Company does not expect this pronouncement to materially impact the Company's results of operations.

In June 1997, the FASB issued SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information. SFAS No. 131 establishes standards for disclosure about operating segments in annual financial statements and selected information in interim financial reports. It also establishes standards for related disclosures about products and services, geographic areas and major customers. This statement supersedes SFAS No. 14, Financial Reporting for Segments of a Business Enterprise. The new standard becomes effective for the Company for the year ending December 31, 1998, and requires that comparative information from earlier years be restated to conform to the requirements of this standard. The Company does not expect this pronouncement to materially change the Company's current reporting and disclosures.

PART II

Other Information

Item 1 Legal Proceedings

None

Item 2 Changes in Securities

None

Item 3 Defaults Upon Senior Securities

None

Item 4 Submission of Matters to a Vote of Security Holders

The Company's Annual Meeting of Stockholders was held on May 28, 1997, shares of the Company's Common Stock were represented at the Annual Meeting in person or by proxy.

Stockholders voted in favor of the re-election of three nominees for directors to each serve a three year term. The voting results for each nominee were as follows:

Nominee	Voted in Favor Of Election	Votes Against Election	Abstentions	Broker Non-Votes
Arthur M. Coppola	23,416,331	0	903,550	0
Jame S. Cownie	23,416,331	0	903,550	0
Mace Siegel	23,416,331	0	903,550	0

At the Company's Annual Meeting of Stockholders, stockholders also approved an amendment and restatement of the Company's 1994 Stock Incentive Plan, 15,135,399 shares were voted in favor of the amendment and restatement of the Plan, 6,373,996 shares were voted against the amendment and restatement of the Plan, 59,597 shares represented abstentions and 2,750,889 shares represented broker non-votes. Stockholders also ratified the appointment of Coopers & Lybrand L.L.P. as the Company's independent auditor. 24,227,712 shares were voted in favor of this proposal, 15,804 shares were voted against this proposal, 76,365 shares represented abstentions and 0 shares represented broker non-votes.

Item 5 Other Information

None

Item 6 Exhibits and Reports on Form 8-K

(a) Exhibits

11.1 Earnings per share

(b) Reports on Form 8-K

A report on Form 8-K dated July 3, 1997, event date June 20, 1997, was filed with the Securities and Exchange Commission for the purpose of filing the information required by Items 5, 7 and 9 regarding the sale of Euro-Convertible Bonds.

Signatures

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.

The Macerich Company

By: /s/ THOMAS E. O'HERN
Thomas E. O'Hern
Senior Vice President and
Chief Financial Officer

Date: August 14, 1997

Exhibit Index

Exhibit No.	Page
(a) Exhibits	
11.1 Earnings per share	

Exhibit 11.1

THE MACERICH COMPANY
Computation of Earnings Per Share

	For the quarter ended June 30, 1997	1996	For the six months ended June 30, 1997	1996
Primary				
Net income as reported	$6,172,000	$4,312,000	$12,924,000	$8,713,000
Weighted average number of shares outstanding	25,953,000	19,996,000	25,901,000	19,986,000
Incremental shares resulting from stock option and restricted stock	350,000	25,000	350,000	25,000
Weighted average number of shares of common stock equivalents	26,303,000	20,021,000	26,251,000	20,011,000
Primary earnings per share	$ 0.24	$ 0.22	$ 0.49	$ 0.44
Fully Diluted				
Net income as reported	$6,172,000	$4,312,000	$12,924,000	$8,713,000
Weighted average number of shares outstanding	25,953,000	19,996,000	25,901,000	19,986,000
Incremental shares resulting from stock options and restricted stock	443,000	50,000	443,000	50,000
Weighted average number of shares of common stock and equivalents	26,396,000	20,046,000	26,344,000	20,036,000
Fully diluted earnings per share	$ 0.23	$ 0.22	$ 0.49	$ 0.44

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONDENSED CONSOLIDATED BALANCE SHEETS AND CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS FOUND ON PAGES 3 AND 4 OF THE COMPANY'S FORM 10-Q FOR THE YEAR-TO-DATE, AND IS QUALIFIED IN ITS ENTIRETY BY REFERNCE TO SUCH FINANCIAL STATEMENTS.

6-MOS
DEC-31-1997
JUN-30-1997
8,383
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21,282
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40,194
1,199,941
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12,924
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.88