
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported):
December 18, 2009

THE MACERICH COMPANY

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other
Jurisdiction of
Incorporation)

1-12504
(Commission
File Number)

95-4448705
(I.R.S. Employer
Identification No.)

401 Wilshire Boulevard, Suite 700
Santa Monica, California
(Address of Principal Executive offices)

90401
(Zip Code)

Registrants' telephone number, including area code: **(310) 394-6000**

Former name or former address, if changed since last report: **N/A**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On November 18, 2009, the Company filed with the U.S. Securities and Exchange Commission (the "SEC") a prospectus supplement dated November 18, 2009 (the "November Prospectus Supplement") to its prospectus dated November 26, 2008, which was included in its automatic shelf registration statement on Form S-3 (No. 333-155742) (the "Registration Statement"). The November Prospectus Supplement relates to the 430,773 shares of the Company's common stock that were or may be issued in connection with a distribution made by The Macerich Partnership, L.P., the Company's operating partnership, on December 21, 2009.

The Company is filing the opinion of its counsel, Goodwin Procter LLP, as Exhibit 5.1 hereto, regarding the legality of the shares of common stock covered by the November Prospectus Supplement.

Additionally, on December 18, 2009, the Company filed with the SEC a prospectus supplement dated December 18, 2009 (the "December Prospectus Supplement") to its prospectus dated November 26, 2008, which was included in the Registration Statement. The December Prospectus Supplement relates to the 50,000 shares of the Company's common stock that may be issued in connection with adjustments to the conversion ratios of certain outstanding units that may be redeemed for the Company's common stock.

The Company is filing the opinion of its counsel, Goodwin Procter LLP, as Exhibit 5.2 hereto, regarding the legality of the shares of common stock covered by the December Prospectus Supplement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed with this report:

| Exhibit Number | Description of Exhibits |
|-----------------------|--|
| +5.1 | Opinion of Goodwin Procter LLP as to the legality of the securities being registered. |
| +5.2 | Opinion of Goodwin Procter LLP as to the legality of the securities being registered. |
| +23.1 | Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.1 and incorporated herein by reference). |
| +23.2 | Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.2 and incorporated herein by reference). |

+ Filed herewith.

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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 hereunto duly authorized.

THE MACERICH COMPANY

By: Richard A. Bayer

/s/ Richard A. Bayer

Senior Executive Vice President,
Chief Legal Officer and Secretary

Date: December 21, 2009

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EXHIBIT INDEX

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(Goodwin Procter LLP Letterhead)

December 18, 2009

The Macerich Company
401 Wilshire Boulevard, #700
Santa Monica, CA 90401-1452

Re: Securities Being Registered under Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion letter is furnished to you in our capacity as counsel for The Macerich Company, a Maryland corporation (the "Company"), in connection with the Registration Statement on Form S-3 (File No. 333-155742) (as amended or supplemented, the "Registration Statement") filed by the Company with the United States Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act") and the Prospectus Supplement, dated November 18, 2009 (the "Prospectus Supplement"), filed by the Company with the Commission pursuant to Rule 424(b) under the Securities Act relating to the offering of up to 430,773 shares (the "Shares") of the Company's common stock, \$0.01 par value per share (the "Common Stock"). The Shares may be issued from time to time by the Company (1) in payment of a distribution (the "Distribution") that The Macerich Partnership, L.P., a Delaware limited partnership (the "Operating Partnership"), has declared on its outstanding common units of limited partnership interest in the Operating Partnership and long term incentive plan units of limited partnership in the Operating Partnership and (2) to the holders of common units of the Operating Partnership received in the Distribution ("Distribution Units"), to the extent that certain holders of Distribution Units, in accordance with the terms of the Operating Partnership's Amended and Restated Limited Partnership Agreement, as amended (the "Operating Partnership Agreement"), tender the Distribution Units to the Operating Partnership for redemption and the Company exercises its contractual right to acquire such tendered Distribution Units in exchange for the Shares.

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion expressed below is limited to the Maryland General Corporation Law (which includes applicable provisions of the Maryland Constitution and reported judicial decisions interpreting the Maryland General Corporation Law and the Maryland Constitution).

For purposes of the opinion expressed below, we have assumed that a sufficient number of authorized but unissued shares of the Company's Common Stock will be available for issuance when the Shares are issued.

Based on the foregoing, we are of the opinion that the issuance of the Shares has been duly authorized and, (1) when and to the extent issued pursuant to the Distribution, the Shares will be validly issued, fully paid and non-assessable and (2) when and to the extent issued in exchange for the Distribution Units as provided in the Operating Partnership Agreement, the Shares will be validly issued, fully paid and non-assessable.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the Shares (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Current Report and the said incorporation by reference and to the use of the name of our firm therein. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

(Goodwin Procter LLP Letterhead)

December 18, 2009

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401 Wilshire Boulevard, #700
Santa Monica, CA 90401-1452

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We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions expressed below. We have relied, without independent

verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion expressed below is limited to the Maryland General Corporation Law (which includes applicable provisions of the Maryland Constitution and reported judicial decisions interpreting the Maryland General Corporation Law and the Maryland Constitution).

For purposes of the opinion expressed below, we have assumed that a sufficient number of authorized but unissued shares of the Company's Common Stock will be available for issuance when the Shares are issued.

Based on the foregoing, we are of the opinion that the issuance of the Shares has been duly authorized and, when and to the extent issued in exchange for the Units as provided in the Operating Partnership Agreement and the MACWH Agreement, the Shares will be validly issued, fully paid and non-assessable.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the Shares (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Current Report and the said incorporation by reference and to the use of the name of our firm therein. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

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