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 MARCH 31, 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 incorporationor 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 May 7, 1997.

Common stock, par value $.01 per share: 25,889,500

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

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THE MACERICH COMPANY (The Company)
CONSOLIDATED BALANCE SHEETS OF THE COMPANY
(Dollars in thousands)

	March 31, 1997 (Unaudited)	December 31, 1996
ASSETS:		
Property, net	$1,204,270	$1,108,668
Cash and cash equivalents	9,628	15,643
Tenant receivables, including accrued overage rents of $2,795 in 1997 and $3,805 in 1996	18,864	23,192
Due from affiliates	3,756	3,105
Deferred charges and other assets, net	20,938	20,716
Investment in joint ventures and the Management Companies	16,457	16,429
Total assets	$1,273,913	$1,187,753
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Mortgage notes payable:		
Related parties	$135,773	$135,944
Others	676,833	584,295
Total	812,606	720,239
Bank notes payable	69,000	69,000
Accounts payable	987	4,197
Accrued interest expense	3,937	3,584
Accrued real estate taxes and ground rent expense	7,573	7,616
Due to affiliates	-	430
Deferred acquisition liability	5,000	5,000
Other accrued liabilities	31,164	27,696
Total liabilities	930,267	837,762
Minority interest in Operating Partnership	110,083	112,242
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Preferred stock, $.01 par value, 10,000,000 shares authorized - none issued	-	-
Common stock, $.01 par value, 100,000,000 shares authorized, 25,890,000 and 25,743,000 shares issued and outstanding at March 31, 1997 and December 31, 1996, respectively	257	257
Additional paid in capital	235,982	238,346
Accumulated earnings	-	-
Unamortized restricted stock	(2,676)	(854)
Total stockholders' equity	233,563	237,749
Total liabilities and stockholders' equity	$1,273,913	$1,187,753

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

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

	January 1 to March 31 1997	1996
	(Dollars in thousands, except share amounts)	
REVENUES:		
Minimum rents	$32,053	$22,638
Percentage rents	2,206	1,570
Tenant recoveries	14,917	10,524
Other	1,126	561
Total Revenues	$50,302	$35,293
OPERATING COSTS:		
Shopping center expenses	15,761	11,028
General and administrative expense	750	789
Interest expense:		
Related parties	2,490	2,726
Others	12,276	7,115
Depreciation and amortization	9,474	7,751
Total Expenses	40,751	29,409
Equity in income of unconsolidated joint ventures and the management companies	368	1,181
Income of the Operating Partnership	9,919	7,065
Less minority interest in net income of the Operating Partnership	3,168	2,664
Net income	$6,751	$4,401
Net income per common share	$0.26	$0.22
Dividend/distribution paid per common share outstanding	$0.44	$0.42
Weighted average number of common shares outstanding	25,799,000	19,978,000
Weighted average number of Operating Units outstanding	37,904,000	32,073,000

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

THE MACERICH COMPANY (The Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	January 1 to March 31, 1997	1996
Cash flows from operating activities:		
Net income	$6,751	$4,401
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	9,474	7,751
Amortization of discount on trust deed note payable	8	165
Minority interest in the income of the Operating Partnership	3,168	2,664
Changes in assets and liabilities:		
Tenant receivables, net	4,328	(590)
Other assets	515	1,879
Accounts payable and accrued expenses	(2,900)	(219)
Due to affiliates	(1,081)	(76)
Other liabilities	3,468	(60)
Total adjustments	16,980	11,514
Net cash provided by operating activities	23,731	15,915
Cash flows from investing activities:		
Acquisitions of property and improvements	(56,750)	(61,714)
Renovations and expansions of centers	(551)	(466)
Additions to tenant improvements	(440)	(111)
Deferred charges	(1,872)	(1,313)
Equity in income of unconsolidated joint ventures and the management companies	(368)	(1,181)
Distributions from joint ventures	340	225
Net cash used in investing activites	(59,641)	(64,560)
Cash flows from financing activities:		
Proceeds from notes and mortgages payable	47,000	56,000
Payments on mortgages and notes payable	(843)	(789)
Distributions to partners	(16,262)	(13,316)
Net cash provided by financing activities	29,895	41,895
Net decrease in cash	(6,015)	(6,750)
Cash and cash equivalents, beginning of period	15,643	15,570
Cash and cash equivalents, end of period	$9,628	$8,820
Supplemental cash flow information:		
Cash payment for interest	$14,405	$9,167
Non cash transactions:		
Acquisition of property by assumption of debt	$46,202	$22,365
Acquisition of property by issuance of OP units	$0	$600

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

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

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 is 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.

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 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.

(Dollars in thousands)

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

	March 31, 1997	December 31, 1996
Assets:		
Properties, net	$106,364	$106,751
Other assets	12,607	13,257
Total assets	$118,971	$120,008
Liabilities and partners' capital:		
Mortgage notes payable	$ 84,766	$ 81,925
Other liabilities	6,922	11,116
The Company's capital	16,457	16,429
Outside Partners' capital	10,826	10,538
Total liabilities and partners' capital	$118,971	$120,008

(Dollars in thousands)

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

COMBINED STATEMENTS OF OPERATIONS OF JOINT VENTURES AND THE MANAGEMENT COMPANIES

	From January 1, to March 31, 1997	From January 1, to March 31, 1996
Revenues	$7,868	$8,233
Expenses:		
Shopping center expenses	2,604	2,294
Interest	1,562	1,600
Management company expense	1,022	959
Depreciation and amortization	1,120	1,120
Total operating costs	6,308	5,973
Gain on sale of land	7	177
Net income	$1,567	$2,437

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 March 31, 1997 and December 31, 1996. Interest expense incurred on these borrowings amounted to $733 for the three months ended March 31, 1997 and $740 for the three months ended March 31, 1996.

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

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

	From January 1 to March 31, 1997	From January 1 to March 31, 1996
Revenues	$3,409	$3,943
Expenses:		
Shopping center expenses	1,011	785
Interest	508	533
Management company expense	971	911
Depreciation and amortization	552	567
Total operating costs	3,042	2,796
Gain on sale of land	1	34
Net income	$368	$1,181

(Dollars in thousands)

4. Property:

Property is comprised of the following:

	March 31, 1997	December 31, 1996
Land	$262,464	$239,847
Building Improvements	1,070,269	990,125
Tenant Improvements	34,589	34,149
Equipment & Furnishings	4,960	4,769
Construction in Progress	4,746	4,195
	1,377,028	1,273,085
Less, accumulated depreciation	(172,758)	(164,417)
	$1,204,270	$1,108,668

5. Deferred Charges and Other Assets:

Deferred charges and other assets, including deferred leasing and financing costs are:

	March 31, 1997	December 31, 1996
Leasing	$25,789	$25,629
Financing	8,490	7,891
	34,279	33,520
Less, accumulated amortization	(15,456)	(15,434)
	18,823	18,086
Other assets	2,115	2,630
Total	$20,938	$20,716

(Dollars in thousands)

6. Mortgage Notes Payable:

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

Property Pledged As Collateral	Carrying Amount of Notes 1997 Other	1997 Related Party	1996 Other	1996 Related Party	Interest Rate	Payment Terms	Maturity Date
Capitola Mall	----	$37,893	----	$37,976	9.25%	316 (d)	2001
Chesterfield Towne Center	$66,099	----	----	----	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	3,424	----	3,444	----	8.54%	28(d)	1999
Crossroads Mall (a)	----	$35,880	----	35,968	7.08%	244(d)	2010
Fresno Fashion Fair	38,000	----	38,000	----	8.40%	interest only	2005
Greeley Mall	18,344	----	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	31,878	----	31,994	----	7.70%	244(d)	2003
South Towne Center	46,202	----	----	----	(g)	interest only	1998
Valley View Mall	60,000	----	60,000	----	(h)	interest only	(h)
Villa Marina Marketplace	47,000	----	----	----	(i)	interest only	(i)
Vintage Faire Mall (j)	56,072	----	56,280	----	7.65%	427(d)	2003
Total	$676,833	$135,773	$584,295	$135,944			

Weighted average interest rate at March 31, 1997 7.47%

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 March 31, 1997 and December 31, 1996 the unamortized discount was $454 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 March 31, 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 $74 for the period ended March 31, 1997 and $64 for the three months ended March 31, 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 March 31, 1997 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 loan bears interest at LIBOR plus 1.25% (7.00% at March 31, 1997) and matures in March, 1998; however, at any time prior to maturity the Company can elect to fix the interest rate and extend the maturity up to 10 years.

(j) Included in cash and cash equivalents is $3,025 at March 31, 1997 and December 31, 1996, 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 notes payable at March 31, 1997 and December 31, 1996 is estimated to be approximately $796,000 and $733,000, respectively, based on current interest rates for comparable loans.

7. Notes Payable:

The Company has a $50,000 unsecured line of credit with a bank. The line of credit bears interest at LIBOR plus 1.625% and matures in June 1997. There was a $12,000 balance outstanding on the line of credit at March 31, 1997 and $12,000 at December 31, 1996. Also, at March 31, 1997 there was a $57,000 unsecured note bearing interest at LIBOR plus 1.625%, which matures December 31, 1997.

8. 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 $2,490 and $2,726 for the three months ended March 31, 1997 and for 1996, respectively. Included in accrued interest expense is interest payable to these partners of $516 at March 31, 1997 and December 31, 1996.

9. 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 $171, including contingent rents of $0, for the three months ended March 31, 1997, and $188 for the three months ended March 31, 1996 including contingent rents of $0.

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 $680 reserve at March 31, 1997. In addition, $160 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 drinking water is 150 ppb. Although the Company believes that no remediation will be required, it has set up a $150 reserve to cover professional fees and testing costs. The Company intends to look to the responsible parties and insurers if remediation is required.

9. Commitments and Contingencies, Continued:

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 ($20 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 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. The accounting for this acquisition includes a reserve of $3.3 million to cover future removal of this asbestos, as necessary.

10. 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 quarter ended March 31, 1997, total revenues of $53,104, net income of $6,936, and net income per share of $0.27. On a pro forma basis, if the acquisition had occurred on January 1, 1996, the Company would have reported, for the quarter ended March 31, 1996, total revenues of $37,457, net income of $4,508 and earnings per share of $0.22. This pro forma information is baed on assumptions management elieves 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.

11. Subsequent Event:

On May 8, 1997 a dividend of $0.44 per share was declared for shareholder and OP unit holders of record on May 21, 1997. The dividend is payable on June 4, 1997.

Item II

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

The following discussion is based primarily on the consolidated balance sheet of the Macerich Company ("the Company") as of March 31, 1997, and also compares the activities for the three months ended March 31, 1997, to the activities for the three months ended March 31, 1996.

This information should be read in conjunction with the accompanying consolidated and combined 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.

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 March 31, 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 full quarter. On March 27, 1997 South Towne Center in Sandy, Utah was acquired and the results from this acquisition were included from March 27 through March 31, 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 - Three Months Ended March 31, 1997 and 1996

Revenues

Minimum and percentage rents together increased by $10.1 million to $34.3 million for the three months ended March 31, 1997 compared to $24.2 million in the three months ended March 31, 1996. The 1996 Acquisition Centers contributed virtually all of the increase.

Tenant recoveries for the first quarter of 1997 increased by $4.4 million compared to the first quarter of 1996. This was primarily due to the addition of the 1996 Acquisition Centers. Other revenue increased by $.6 million primarily due to increased interest income and fee income.

Expenses

Shopping center expenses increased by $4.7 million for the three months ended March 31, 1997 compared to the same period in 1996. This increase was due to the addition of the 1996 Acquisition Centers. Depreciation and amortization increased by $1.7 million. This increase was primarily due to the 1996 Acquisition Centers. Interest expense increased by $4.9 million primarily due to the increased interest expense on debt attributable to the 1996 Acquisition Centers.

Income From Unconsolidated Joint Ventures and The Management Companies

The income from unconsolidated joint ventures decreased to $.4 million compared to $1.2 million for the period ended March 31, 1996. This decrease was primarily due to non recurring fee income of $.4 million in 1996. Also contributing to the decrease was reduced third party management fee income in the first quarter of 1997, because of fewer properties managed for third parties during the first quarter of 1997.

Net Income

Net income for the period increased to $6.8 million compared to $4.4 million for the three months ended March 31, 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 $23.7 million in the first quarter of 1997 from $15.9 million during the first quarter of 1996.

Cash Flows From Investing Activities

Net cash flow used in investing activities decreased to $59.6 million from $64.6 million due primarily to less cash being used for acquisitions in the first quarter of 1997 compared to 1996.

Cash Flows From Financing Activities

Cash flow from financing activities decreased to $29.9 million in the first quarter of 1997 from $41.9 million for the first quarter of 1996 as a result of less 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 mortgage loan indebtedness at March 31, 1997 was $910.6 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 46% at March 31, 1997. Such debt consists primarily of conventional mortgages payable secured by individual properties. At March 31, 1997 the Company had a total of $287.3 million of floating rate indebtedness, of which $51 million was refinanced on a fixed rate basis in April, 1997. 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 s $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 March 31, 1997 were $12 million.

At March 31, 1997 the Company had cash and cash equivalents available of $9.6 million.

THE MACERICH COMPANY (The Company)

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:

	March 31, 1997	1996
	(amounts in thousands)	
Net income	$6,751	$4,401
Adjustments to reconcile net income to FFO:		
Minority interest	3,168	2,664
Depreciation and amortization on wholly owned properties	9,474	7,751
Less: Depreciation of personal property	(109)	(133)
Less: Amortization of loan costs, including interest rate caps and swaps	(365)	(652)
Pro rata share of joint venture depreciation and amortization	553	567
Pro rata share of gain on sale of joint venture assets	(1)	(34)
FFO	$19,471	$14,564
Weighted average number of shares outstanding, assuming full conversion of OP Units	37,904	32,073

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.

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

None

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/A dated February 3, 1997, event date November 30, 1996, was filed with the Securities and Exchange Commission for the purpose of filing the financial statements and pro forma financial information required by Item 7 regarding the acquisition of Vintage Faire Mall and Rimrock Mall.

A report on Form 8-K/A dated February 27, 1997, event date December 30, 1996, was filed with the Securities and Exchange Commission for the purpose of filing the financial statements and pro forma financial information required by Item 7 regarding the acquisition of Buenaventura Mall, Fresno Fashion Fair, and Huntington Center.

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: May 15, 1997

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Exhibit Index

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

- --

Exhibit 11.1

THE MACERICH COMPANY
Computation of Earnings Per Share
(Dollars in thousands, except per share data)

	For the quarter ended March 31, 1997	1996
Primary		
Net income as reported	$ 6,751	$ 4,401
Weighted average number of shares outstanding	25,799,000	19,978,000
Incremental shares resulting from stock options and restricted stock	350,000	25,000
Weighted average number of shares of common stock and equivalents	26,149,000	20,003,000
Primary earnings per share	$ 0.26	$ 0.22
Fully Diluted		
Net income as reported	$ 6,751	$ 4,401
Weighted average number of shares outstanding	25,799,000	19,978,000
Incremental shares resulting from stock options and restricted stock	395,000	50,000
Weighted average number of shares of common stock and equivalents	26,194,000	20,028,000
Fully diluted earnings per share	$ 0.26	$ 0.22

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.

3-MOS
DEC-31-1997
MAR-31-1997
9,628
22,620
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0
37,395
1,204,270
0
1,273,913
117,661
812,606
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0
233,563
110,083
1,273,913
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50,302
0
15,761
10,224
0
14,766
6,751
0
6,751
0
0
0
6,751
.44
.44