
**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):
March 19, 2010

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 February 18, 2010, The Macerich Company (the "Company") filed with the U.S. Securities and Exchange Commission (the "SEC") a prospectus supplement dated February 18, 2010 (the "February 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 February Prospectus Supplement relates to the 430,085 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 March 22, 2010.

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

Additionally, on March 19, 2010, the Company filed with the SEC a prospectus supplement dated March 19, 2010 (the "March Prospectus Supplement") to its prospectus dated November 26, 2008, which was included in the Registration Statement. The March 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, Venable LLP, as Exhibit 5.2 hereto, regarding the legality of the shares of common stock covered by the March 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 Venable LLP as to the legality of the securities being registered.
+5.2	Opinion of Venable LLP as to the legality of the securities being registered.
+23.1	Consent of Venable LLP (contained in its opinion filed as Exhibit 5.1 and incorporated herein by reference).
+23.2	Consent of Venable 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: March 22, 2010

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EXHIBIT INDEX

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+ Filed herewith.

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March 22, 2010

The Macerich Company
401 Wilshire Boulevard, No. 700
Santa Monica, California 90401

Re: Registration Statement on Form S-3 (Registration No. 333-155742)

Ladies and Gentlemen:

We have served as Maryland counsel to The Macerich Company, a Maryland corporation (the "Company"), in connection with certain matters of Maryland law arising out of the issuance of up to 430,085 shares (the "Shares") of common stock of the Company, par value \$0.01 per share ("Common Stock"), covered by the above-referenced Registration Statement, and all amendments thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"). A portion of the Shares (the "OP Distribution Shares") are issuable from time to time by the Company in payment of a distribution (the "Distribution"), partly in cash and partly in Common Stock or additional common units of limited partnership interest ("Common Units"), declared by The Macerich Partnership, L.P., a Delaware limited partnership (the "Operating Partnership"), on its outstanding Common Units and long term incentive plan units ("LTIP Units"), payable to those holders of Common Units and LTIP Units who elect to receive the non-cash portion of the Distribution in the form of Common Stock. A portion of the Shares (the "Redemption Shares") are issuable to the holders of Common Units received in the Distribution who tender Common Units for redemption in accordance with the terms of the Operating Partnership's Amended and Restated Limited Partnership Agreement, as amended (the "Partnership Agreement") and as to which the Company exercises its contractual right to acquire such Common Units in exchange for Shares.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement;
2. The Prospectus, dated November 26, 2008, as supplemented by a Prospectus Supplement, dated February 16, 2010 (the "Prospectus Supplement"), filed with the

Commission pursuant to Rule 424(b) of the General Rules and Regulations promulgated under the 1933 Act;

3. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
4. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
5. Resolutions adopted by the Board of Directors of the Company relating to, among other matters, the Distribution and the issuance of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;
6. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
7. The Partnership Agreement, certified as of the date hereof by an officer of the Company;
8. The Company's 2003 Equity Incentive Plan, as amended and restated as of June 8, 2009 (the "Plan"), certified as of the date hereof by an officer of the Company;
9. A certificate executed by an officer of the Company, dated as of the date hereof; and
10. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and

complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. The Shares will not be issued in violation of any restriction or limitation contained in Article EIGHTH of the Charter.

6. The Common Units and LTIP Units will be validly issued in accordance with the terms of the Partnership Agreement or the Plan, as applicable.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the OP Distribution Shares has been duly authorized and, when and to the extent issued in accordance with the Resolutions, the Prospectus Supplement and the Partnership Agreement, the OP Distribution Shares will be (assuming that, upon issuance, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter) validly issued, fully paid and nonassessable.

3. The issuance of the Redemption Shares has been duly authorized and, when and to the extent issued in accordance with the Resolutions, the Prospectus Supplement and the Partnership Agreement, the Redemption Shares will be (assuming that, upon issuance, the total number of shares of Common Stock issued and outstanding will not exceed the total

number of shares of Common Stock that the Company is then authorized to issue under the Charter) validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to compliance with any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

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 this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP

March 22, 2010

The Macerich Company
 401 Wilshire Boulevard, No. 700
 Santa Monica, California 90401

Re: Registration Statement on Form S-3 (Registration No. 333-155742)

Ladies and Gentlemen:

We have served as Maryland counsel to The Macerich Company, a Maryland corporation (the "Company"), in connection with certain matters of Maryland law arising out of the issuance of up to 50,000 shares (the "Shares") of common stock of the Company, par value \$0.01 per share ("Common Stock"), covered by the above-referenced Registration Statement, and all amendments thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"). A portion of the Shares (the "OP Shares") are issuable from time to time by the Company to holders of common units of limited partnership interest ("OP Units") issued upon conversion of Series D Preferred Units of limited partnership interest in The Macerich Partnership, L.P., a Delaware limited partnership and a subsidiary of the Company (the "Operating Partnership"), upon tender of those OP Units for redemption in accordance with the terms of the Amended and Restated Limited Partnership Agreement, as amended, of the Operating Partnership (the "OP Partnership Agreement") and as to which the Company exercises its contractual right to acquire such units in exchange for Shares. A portion of the Shares (the "MACWH Shares") are issuable from time to time by the Company to holders of outstanding common units of limited partnership interest ("MACWH Units") in MACWH, LP, a Delaware limited partnership and an indirect subsidiary of the Company ("MACWH"), and to holders of MACWH Units that may be issued upon conversion of Class A Convertible Preferred Units of MACWH, in each case, upon tender of those MACWH Units for redemption in accordance with the terms of the 2005 Amended and Restated Agreement of Limited Partnership of MACWH (the "MACWH Partnership Agreement"), and as to which the Company exercises its contractual right to acquire such units in exchange for Shares.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement;

2. The Prospectus, dated November 26, 2008, as supplemented by a Prospectus Supplement, dated March 19, 2010 (the "Prospectus Supplement"), filed with the Commission pursuant to Rule 424(b) of the General Rules and Regulations promulgated under the 1933 Act;

3. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");

4. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;

5. Resolutions adopted by the Board of Directors of the Company relating to, among other matters, the issuance of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;

6. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;

7. The OP Partnership Agreement, certified as of the date hereof by an officer of the Company;

8. The MACWH Partnership Agreement, certified as of the date hereof by an officer of the Company;

9. A certificate executed by an officer of the Company, dated as of the date hereof; and

10. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and

complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. The Shares will not be issued in violation of any restriction or limitation contained in Article EIGHTH of the Charter.

6. The OP Units and MACWH Units will each be validly issued in accordance with the terms of the OP Partnership Agreement or the MACWH Partnership, as applicable.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the OP Shares has been duly authorized and, when and to the extent issued in accordance with the Resolutions, the Prospectus Supplement and the OP Partnership Agreement, the OP Shares will be (assuming that, upon issuance, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter) validly issued, fully paid and nonassessable.

3. The issuance of the MACWH Shares has been duly authorized and, when and to the extent issued in accordance with the Resolutions, the Prospectus Supplement and the MACWH Partnership Agreement, the MACWH Shares will be (assuming that, upon issuance,

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the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter) validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to compliance with any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

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 this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP

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