

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
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REPORTING OWNER

VON PERFALL FRANZ

CIK: **1248215**

Type: **4** | Act: **34** | File No.: **001-12994** | Film No.: **06514538**

Business Address
3290 NORTHSIDE PKWY
STE 825
ATLANTA GA 30327
4042397800

ISSUER

MILLS CORP

CIK: **914713** | IRS No.: **521802283** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **6798** Real estate investment trusts

Mailing Address
1300 WILSON BLVD
SUITE 400
ARLINGTON VA 22209

Business Address
1300 WILSON BLVD
STE 400
ARLINGTON VA 22209
7035265000

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person VON PERFALL FRANZ			2. Issuer Name and Ticker or Trading Symbol MILLS CORP [MLS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006					
C/O KAN AM, 3290 NORTHSIDE PARKWAY, SUITE 825			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) ATLANTA, GA 30327								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Units ⁽¹⁾	⁽¹⁾	01/03/2006		J ⁽²⁾		43,992		⁽¹⁾	⁽¹⁾	Common Stock	43,992	⁽¹⁾	254,501	D	

Explanation of Responses:

- Units represent limited partnership interests in The Mills Limited Partnership, the operating partnership of the Issuer and of which the Issuer is the sole general partner and majority unit holder. The units are currently exchangeable for either common stock on a 1-for-1 basis or cash value of such common stock. The Issuer has the right to elect whether to issue common stock or pay cash. No expiration dates exists for the right to convert the units to common stock.
- The reporting owner received 18,901 Units from Kan Am USA VIII Limited Partnership and 25,091 Units from Kan Am USA IX Limited Partnership for a total of 43,992 Units.

Signatures

/s/ T. Kent Hammond, as attorney-in-fact

** Signature of Reporting Person

01/05/2006

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned

hereby constitutes and appoints T. Kent Hammond the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the

undersigned, in the undersigned's capacity as an officer and/or director of

The Mills Corporation (the "Company"), Forms 3, 4, and 5 in accordance with

Section 16(a) of the Securities Exchange Act of 1934 and the rules

thereunder;

(2) do and perform any and all acts for and on behalf of

the undersigned which may be necessary, appropriate or desirable to complete

and execute any such Form 3, 4, or 5 and timely file such form with the

United States Securities and Exchange Commission and any stock exchange or

similar authority; and

(3) take any other action of any

type whatsoever

in connection with the foregoing which, in the opinion of such

attorney-in-fact, may be of benefit to, and in the best interest of, or

legally required by, the undersigned.

The undersigned hereby

grants to

such attorney-in-fact full power and authority to do and perform any and

every act and thing whatsoever requisite, necessary, or proper to be done

in the exercise of any of the rights and powers herein granted, as fully to

all intents and purposes as the undersigned might or could do if personally

present, with full power of substitution or revocation, hereby ratifying

and confirming all that such

attorney-in-fact, or such attorney-in-fact's substitute or substitutes,

shall lawfully do or cause to be done by virtue of this power of attorney

and the rights and powers herein granted. The

undersigned acknowledges
that the foregoing attorney-in-fact, in serving in
such capacity at the
request of the undersigned, are not assuming, nor is
the Company
assuming, any of the undersigned's responsibilities to comply
with
Section 16 of the Securities Exchange Act of 1934.

This Power of

Attorney shall remain in full force and effect until the undersigned is
no
longer required to file Forms 3, 4, and 5 with respect to the
undersigned's
holdings of and transactions in securities issued by the
Company, unless
earlier revoked by the undersigned in a signed writing
delivered to the
foregoing attorney-in-fact.

IN WITNESS WHEREOF, the
undersigned has
caused this Power of Attorney to be executed as of this
30th day of
December 2003.

/s/ Franz von Perfall
Franz von
Perfall