

DEVELOPERS DIVERSIFIED REALTY CORP
 Form 4
 May 16, 2005

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JACOBSTEIN DAVID M

2. Issuer Name and Ticker or Trading Symbol
DEVELOPERS DIVERSIFIED REALTY CORP [DDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3300 ENTERPRISE PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

BEACHWOOD, OH 44122

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	05/13/2005	05/13/2005	M		24,257 A \$ 19.9	125,715	D
Common Shares	05/13/2005	05/13/2005	S		500 D \$ 43.14	125,215	D
Common Shares	05/13/2005	05/13/2005	S		800 D \$ 43.15	124,415	D
Common Shares	05/13/2005	05/13/2005	S		1,100 D \$ 43.16	123,315	D
Common Shares	05/13/2005	05/13/2005	S		700 D \$ 43.17	122,615	D

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Common Shares	05/13/2005	05/13/2005	S	300	D	\$ 43.18	122,315	D
Common Shares	05/13/2005	05/13/2005	S	1,800	D	\$ 43.19	120,515	D
Common Shares	05/13/2005	05/13/2005	S	2,100	D	\$ 43.2	118,415	D
Common Shares	05/13/2005	05/13/2005	S	2,000	D	\$ 43.21	116,415	D
Common Shares	05/13/2005	05/13/2005	S	2,100	D	\$ 43.22	114,315	D
Common Shares	05/13/2005	05/13/2005	S	5,957	D	\$ 43.23	108,358	D
Common Shares	05/13/2005	05/13/2005	S	1,100	D	\$ 43.24	107,258	D
Common Shares	05/13/2005	05/13/2005	S	5,800	D	\$ 43.25	101,458	D

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

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 control number.

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 19.9	05/13/2005	05/13/2005	M	24,257	02/28/2003	02/28/2012	Common Shares	24,257

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
President & COO

JACOBSTEIN DAVID M
3300 ENTERPRISE PARKWAY
BEACHWOOD, OH 44122

Signatures

/s/David M.
Jacobstein

05/16/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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.

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