

General Growth Properties, Inc.

Form 4

November 06, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brookfield Property Partners Ltd

2. Issuer Name **and** Ticker or Trading
Symbol
General Growth Properties, Inc.
[GGP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
73 FRONT STREET, 5TH FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2013

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)
Director by deputization***

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

HAMILTON, D0 HM 12

(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) |
|--|---|---|--------------------------------------|---|--|---|---|
| Common Stock, Par Value \$0.01 per share | 11/01/2013 | | J | 39,757,503 A | \$ 20.39 39,757,503 | I | see footnote (1) (3) |
| Common Stock, Par Value \$0.01 per share | 11/01/2013 | | P | 13,543,059 A | \$ 20.39 13,543,059 | I | see footnote (2) (3) |

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.

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount Number Shares |
| Warrants to acquire Common Stock | (4) | 11/01/2013 | | J | 22,222,268 | 11/09/2010 11/09/2017 | Common Stock 25, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brookfield Property Partners Ltd 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12 | X | X | Director by deputization*** | |
| Brookfield Property Partners L.P. BROOKFIELD PLACE 250 VESEY STREET, 15TH FLOOR NEW YORK, NY 10281-1023 | X | X | | |
| Brookfield Property LP 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12 | X | X | | |
| Brookfield BPY Holdings (US) Inc. SUITE 181, BAY STREET BROOKFIELD PLACE TORONTO, A6 M5J2T3 | X | X | | |
| CanHoldco 1 ULC 181 BAY STREET BROOKFIELD PLACE SUITE 300 TORONTO, Z4 M5J2T3 | X | X | | |
| | X | X | | |

CanHoldco 3 ULC
181 BAY STREET
BROOKFIELD PLACE SUITE 300
TORONTO, Z4 M5J2T3

| | | |
|----------------------------|---|---|
| CanHoldco 4 ULC | | |
| 181 BAY STREET | | |
| BROOKFIELD PLACE SUITE 300 | X | X |
| TORONTO, Z4 M5J2T3 | | |

| | | |
|----------------------------|---|---|
| CanHoldco 2 ULC | | |
| 181 BAY STREET | | |
| BROOKFIELD PLACE SUITE 300 | X | X |
| TORONTO, Z4 M5J2T3 | | |

| | | |
|--------------------------------------|---|---|
| Brookfield BPY Retail Holdings I LLC | | |
| 4 BROOKFIELD PLACE | | |
| 250 VESEY STREET | X | X |
| NEW YORK, NY 10281 | | |

Signatures

/s/ Jane Sheere,
Secretary

****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).
- (1) See Exhibit 99.1; Note 1.
- (2) See Exhibit 99.1; Note 2.
- (3) See Exhibit 99.1; Note 3.
- (4) See Exhibit 99.1; Note 4.

Remarks:

*** Brian Kingston, a Senior Managing Partner of Brookfield Asset Management Inc., a corporation formed under the laws of

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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