

General Growth Properties, Inc.

Form 4

February 12, 2015

**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

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Future Fund Board of Guardians

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)  
LEVEL 43, 120 COLLINS STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/10/2015

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

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

MELBOURNE,  
AUSTRALIA, C3 VIC 3000

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$0.01 per share	02/10/2015		S	625,000	D \$ 29.486 (1)	9,397,691	D
Common Stock, Par Value \$0.01 per share	02/11/2015		S	425,000	D \$ 29.457 (2)	8,972,691	D
	02/12/2015		S	1,505,000	D	7,467,691	D

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Common  
Stock, Par  
Value  
\$0.01 per  
share

\$  
29.498  
(3)

Common  
Stock, Par  
Value  
\$0.01 per  
share

11,550,291 I See  
footnote  
(4)

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Future Fund Board of Guardians  
LEVEL 43  
120 COLLINS STREET  
MELBOURNE, AUSTRALIA, C3 VIC 3000

X

## Signatures

FUTURE FUND BOARD OF GUARDIANS, By: /s/ Paul Mann, Authorized  
Signatory

02/12/2015

                    \*\*Signature of Reporting Person

Date

FUTURE FUND BOARD OF GUARDIANS, By: /s/ Barry Brakey, Authorized  
Signatory

02/12/2015

\_\_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) The price reported in Column 4 is a weighed average price. These shares were sold in multiple transactions at prices ranging from \$29.36 to \$29.69, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2) and (3) to this Form 4.
  - (2) The price reported in Column 4 is a weighed average price. These shares were sold in multiple transactions at prices ranging from \$29.25 to \$29.74, inclusive.
  - (3) The price reported in Column 4 is a weighed average price. These shares were sold in multiple transactions at prices ranging from \$29.33 to \$29.59, inclusive.
  - (4) Shares of Common Stock are held by Brookfield Retail Holdings II Sub II LLC.

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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