

General Growth Properties, Inc.

Form 4

April 16, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brookfield Holdings Canada

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)
181 BAY STREET, BROOKFIELD
PLACE, SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2013

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

(Street)

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

TORONTO, A6 M5J2T3

(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		
Common Stock, Par Value \$0.01 per share	04/12/2013		J ⁽¹⁾		115,976,714	A	\$ 20.05	115,976,714 I	See footnote ⁽¹⁾
Common Stock, Par Value \$0.01 per share	04/12/2013		J ⁽²⁾		79,094,965	A	\$ 20.05	79,094,965 I	See footnote ⁽³⁾ ⁽¹⁹⁾
	04/12/2013		J ⁽²⁾		53,879,801	A		53,879,801 I	

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Common Stock, Par Value \$0.01 per share					\$ 20.05			See footnote (4) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(2)</u>	61,803,287	A	\$ 20.05	61,803,287	I	See footnote (5) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(2)</u>	7,108,442	A	\$ 20.05	7,108,442	I	See footnote (6) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(2)</u>	14,195,099	A	\$ 20.05	14,195,099	I	See footnote (7) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(2)</u>	4,755,658	A	\$ 20.05	4,755,658	I	See footnote (8) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(2)</u>	4,777,095	A	\$ 20.05	4,777,095	I	See footnote (9) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(11)</u>	79,094,965	A	\$ 20.05	79,094,965	I	See footnote (3) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(11)</u>	53,879,801	A	\$ 20.05	53,879,801	I	See footnote (4) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(11)</u>	61,803,287	A	\$ 20.05	61,803,287	I	See footnote (5) (19)
	04/12/2013	<u>J(11)</u>	7,108,442	A		7,108,442	I	

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Common Stock, Par Value \$0.01 per share					\$ 20.05			See footnote (6) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(11)</u>	14,195,099	A	\$ 20.05	14,195,099	I	See footnote (7) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(11)</u>	4,755,658	A	\$ 20.05	4,755,658	I	See footnote (8) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(11)</u>	4,777,095	A	\$ 20.05	4,777,095	I	See footnote (9) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	61,444,210	D	\$ 20.05	61,444,210	I	See footnote (13) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	8,670,667	D	\$ 20.05	8,670,667	I	See footnote (14) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	8,670,667	D	\$ 20.05	8,670,667	I	See footnote (15) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	37,191,170	D	\$ 20.05	37,191,170	I	See footnote (16) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	79,094,965	D	\$ 20.05	79,094,965	I	See footnote (3) (19)
	04/12/2013	<u>J(12)</u>	53,879,801	D		53,879,801	I	

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Common Stock, Par Value \$0.01 per share					\$ 20.05			See footnote (4) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	61,803,287	D	\$ 20.05	61,803,287	I	See footnote (5) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	7,108,442	D	\$ 20.05	7,108,442	I	See footnote (6) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	14,195,099	D	\$ 20.05	14,195,099	I	See footnote (7) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	4,755,658	D	\$ 20.05	4,755,658	I	See footnote (8) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	4,777,095	D	\$ 20.05	4,777,095	I	See footnote (9) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(18)</u>	79,094,965	A	\$ 20.05	79,094,965	I	See footnote (3) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(18)</u>	53,879,801	A	\$ 20.05	53,879,801	I	See footnote (4) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(18)</u>	61,803,287	A	\$ 20.05	61,803,287	I	See footnote (5) (19)
	04/12/2013	<u>J(18)</u>	7,108,442	A		7,108,442	I	

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Common Stock, Par Value \$0.01 per share	\$ 20.05	See footnote (6) (19)
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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 Underlying (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title
Warrants to acquire Common Stock	(17)	04/12/2013		J(17)	18,432,857	11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	(20)	04/12/2013		J(2)	14,408,735	11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	(20)	04/12/2013		J(2)	16,527,664	11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	(20)	04/12/2013		J(2)	1,910,902	11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	(20)	04/12/2013		J(2)	3,814,096	11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	(20)	04/12/2013		J(2)	1,277,803	11/09/2010 11/09/2017	Common Stock

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Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽²⁾	1,277,803	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽²⁾	20,997,838	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	14,408,735	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	16,527,664	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	1,910,902	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	3,814,096	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	1,277,803	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	1,277,803	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	20,997,838	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹²⁾	14,408,735	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹²⁾	16,527,664	11/09/2010	11/09/2017	Comm Stoc
	<u>(20)</u>	04/12/2013	J ⁽¹²⁾	1,910,902	11/09/2010	11/09/2017	

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Warrants to acquire Common Stock								Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(12)</u>	3,814,096	11/09/2010	11/09/2017		Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(12)</u>	1,277,803	11/09/2010	11/09/2017		Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(12)</u>	1,277,803	11/09/2010	11/09/2017		Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(12)</u>	20,997,838	11/09/2010	11/09/2017		Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(18)</u>	14,408,735	11/09/2010	11/09/2017		Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(18)</u>	16,527,664	11/09/2010	11/09/2017		Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(18)</u>	1,910,902	11/09/2010	11/09/2017		Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(18)</u>	3,814,096	11/09/2010	11/09/2017		Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(18)</u>	1,277,803	11/09/2010	11/09/2017		Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(18)</u>	1,277,803	11/09/2010	11/09/2017		Comm Stoc
	<u>(20)</u>	04/12/2013	J <u>(18)</u>	20,997,838	11/09/2010	11/09/2017		

Warrants
to acquire
Common
Stock

Comm
Stoc

Warrants
to acquire
Common
Stock

(17)

04/12/2013

J(18)

18,432,857 11/09/2010 11/09/2017

Comm
Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Holdings Canada 181 BAY STREET BROOKFIELD PLACE, SUITE 300 TORONTO, A6 M5J2T3	X	X		Director by deputization ***

Signatures

By Aleks Novakovic, Vice President of Brookfield Holdings Canada Inc. /s/ Aleks Novakovic

04/16/2013

____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.
- (5) See Exhibit 99.1; Note 5.
- (6) See Exhibit 99.1; Note 6.
- (7) See Exhibit 99.1; Note 7.
- (8) See Exhibit 99.1; Note 8.
- (9) See Exhibit 99.1; Note 9.
- (10) See Exhibit 99.1; Note 10.
- (11) See Exhibit 99.1; Note 11.
- (12) See Exhibit 99.1; Note 12.
- (13) See Exhibit 99.1; Note 13.
- (14) See Exhibit 99.1; Note 14.
- (15) See Exhibit 99.1; Note 15.
- (16) See Exhibit 99.1; Note 16.
- (17) See Exhibit 99.1; Note 17.

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- (18) See Exhibit 99.1; Note 18.
(19) See Exhibit 99.1; Note 19.
(20) See Exhibit 99.1; Note 20.

Remarks:

*** Cyrus Madon, a Senior Managing Partner of Brookfield Asset Management Inc., a corporation formed under the laws of t

Exhibit List:

Exhibit 99.1 - Explanation of Responses

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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