

General Growth Properties, Inc.

Form 4

June 27, 2016

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 *
MATHRANI SANDEEP

(Last) (First) (Middle)

**C/O GENERAL GROWTH
PROPERTIES, INC., 110 NORTH
WACKER DRIVE**

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/10/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) **Chief Executive Officer**

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

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	06/10/2016		G	V 9,067 D \$ 0	480,356 ⁽¹⁾	D	
Common Stock	06/23/2016		M	300,000 A \$ 9.69	780,356	D	
Common Stock	06/23/2016		S	300,000 D \$ 28.8976 ⁽²⁾	480,356	D	
Common Stock	06/24/2016		M	300,000 A \$ 9.69	780,356	D	

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Common Stock	06/24/2016	S	300,000	D	\$ 28.6259 (3)	480,356	D	
Common Stock						125,913	I	By Trust
Common Stock						125,913	I	By Trust

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 9.69	06/23/2016		M			300,000	<u>(4)</u>	10/27/2020	Common Stock	300,000
Stock Options (Right to Buy)	\$ 9.69	06/24/2016		M			300,000	<u>(4)</u>	10/27/2020	Common Stock	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHRANI SANDEEP C/O GENERAL GROWTH PROPERTIES, INC. 110 NORTH WACKER DRIVE CHICAGO, IL 60606	X		Chief Executive Officer	

Signatures

/s/ Stacie L. Herron, by power of
attorney

06/27/2016

__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) Includes 1,101 shares acquired under the General Growth Properties, Inc. Employee Stock Purchase Plan on March 31, 2016 that had not been previously disclosed on Form 4.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.83 to \$28.995. The reporting person undertakes to provide General Growth Properties, any security holder of General Growth Properties, 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 range set forth in this footnote.
- (2)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.51 to \$28.85. The reporting person undertakes to provide General Growth Properties, any security holder of General Growth Properties, 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 range set forth in this footnote.
- (3)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.51 to \$28.85. The reporting person undertakes to provide General Growth Properties, any security holder of General Growth Properties, 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 range set forth in this footnote.
- (4) Options exercised were granted on October 27, 2010. Grant was fully vested on October 27, 2014.

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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