

General Growth Properties, Inc.  
Form 4  
January 06, 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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Patterson Mark R

(Last) (First) (Middle)

C/O GENERAL GROWTH  
PROPERTIES, 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)  
01/04/2016

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

# Edgar Filing: General Growth Properties, Inc. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Deriva<br>Securiti<br>(Instr. 3) |                    |                 |  |      |
|---|--|---|---|--------------------------------------|---|--|---|---|--------------------|-----------------|--|------|
|   |  |   |   | Code                                 | V   | (A)  | (D)   | Date<br>Exercisable                             | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |      |
| LTIP<br>Units <sup>(1)</sup>                        | \$ 0   | 01/04/2016                              |   | A                                    |   | 5,060<br><sup>(1)</sup>  |   | <u>(1)</u>                                      | <u>(1)</u>         | Common<br>Stock | 5,261                                  | \$ 0 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Patterson Mark R  
C/O GENERAL GROWTH PROPERTIES  
110 NORTH WACKER DRIVE  
CHICAGO, IL 60606

X

## Signatures

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

01/06/2016

                    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) The reporting person received a grant of restricted limited partnership interests ("FV LTIP Units") in GGP Operating Partnership, LP (the "Operating Partnership"), an operating partnership of General Growth Properties, Inc. (the "Company"), pursuant to the General Growth Properties, Inc. 2010 Equity Incentive Plan. FV LTIP Units are a class of units of the Operating Partnership that, conditioned upon minimum allocations to the capital accounts of the FV LTIP Units for federal income tax purposes, are convertible by the holder into an equivalent number of common units of the Operating Partnership ("OP Units"), which are redeemable by the holder for 1.0397624 common shares of the Company per OP Unit or the cash value of such shares, at the Company's option. The grant vests in 25% increments on each of March 31, 2016, June 30, 2016, September 30, 2016 and December 31, 2016. The rights to convert FV LTIP Units into OP Units and redeem OP Units do not have expiration dates.

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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