

General Growth Properties, Inc.

Form 4

November 05, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROOKFIELD ASSET  
MANAGEMENT INC.**

(Last) (First) (Middle)

**BROOKFIELD PLACE, 181 BAY  
ST, STE 300, PO BOX 762**

(Street)

**TORONTO, A6 A6 M5J2T3**

(City) (State) (Zip)

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

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

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 ☐ Other (specify  
below) below)  
Director by deputization \*\*\*

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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities 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.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, Par<br>Value<br>\$0.01 per<br>share | 11/01/2013                              |                                                             | J                                       | 1,562,170                                                               | A<br>\$<br>20.39<br>(7)                                                                                            | 1,562,170                                                                  | I<br>see<br>footnote<br>(1) (13)                                  |
| Common<br>Stock, Par<br>Value<br>\$0.01 per<br>share | 11/01/2013                              |                                                             | J                                       | 760,807                                                                 | D<br>\$<br>20.39<br>(8)                                                                                            | 801,363                                                                    | I<br>see<br>footnote<br>(1) (13)                                  |
|                                                      | 11/01/2013                              |                                                             | J                                       | 22,346,448                                                              | A                                                                                                                  | 22,346,448                                                                 | I                                                                 |

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|                                                      |            |   |            |   |                     |            |   |                             |
|------------------------------------------------------|------------|---|------------|---|---------------------|------------|---|-----------------------------|
| Common<br>Stock, Par<br>Value<br>\$0.01 per<br>share |            |   |            |   | \$<br>20.39<br>(9)  |            |   | see<br>footnote<br>(2) (13) |
| Common<br>Stock, Par<br>Value<br>\$0.01 per<br>share | 11/01/2013 | J | 2,873,115  | D | \$<br>20.39<br>(10) | 19,473,333 | I | see<br>footnote<br>(2) (13) |
| Common<br>Stock, Par<br>Value<br>\$0.01 per<br>share | 11/01/2013 | P | 13,543,059 | A | \$<br>20.39         | 13,543,059 | I | see<br>footnote<br>(3) (13) |
| Common<br>Stock, Par<br>Value<br>\$0.01 per<br>share | 11/01/2013 | P | 11,550,291 | A | \$<br>20.39         | 11,550,291 | I | see<br>footnote<br>(4) (13) |
| Common<br>Stock, Par<br>Value<br>\$0.01 per<br>share | 11/01/2013 | J | 7,529,107  | A | \$<br>20.39         | 7,529,107  | I | see<br>footnote<br>(5) (13) |
| Common<br>Stock, Par<br>Value<br>\$0.01 per<br>share | 11/01/2013 | J | 2,380,573  | A | \$<br>20.39<br>(11) | 2,380,573  | I | see<br>footnote<br>(6) (13) |
| Common<br>Stock, Par<br>Value<br>\$0.01 per<br>share | 11/01/2013 | J | 2,277,546  | D | \$<br>20.39<br>(12) | 103,027    | I | see<br>footnote<br>(6) (13) |

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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of Derivative<br>Securities Acquired (A) or<br>Disposed of (D) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title<br>Underlying<br>(Instr. 3) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|--------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|--------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------|

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| (Instr. 3)                                | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br>Code | (Instr. 3, 4, and 5)<br>V (A) (D) | Date<br>Exercisable | Expiration<br>Date | Title        |
|-------------------------------------------|------------------------------------|------------------|--------------------|-----------------------------------|---------------------|--------------------|--------------|
| Warrants<br>to acquire<br>Common<br>Stock | (14)                               | 11/01/2013       | J                  | 2,158,038                         | 11/09/2010          | 11/09/2017         | Comm<br>Stoc |
| Warrants<br>to acquire<br>Common<br>Stock | (14)                               | 11/01/2013       | J                  | 1,051,036                         | 11/09/2010          | 11/09/2017         | Comm<br>Stoc |
| Warrants<br>to acquire<br>Common<br>Stock | (14)                               | 11/01/2013       | J                  | 30,870,195                        | 11/09/2010          | 11/09/2017         | Comm<br>Stoc |
| Warrants<br>to acquire<br>Common<br>Stock | (14)                               | 11/01/2013       | J                  | 3,968,760                         | 11/09/2010          | 11/09/2017         | Comm<br>Stoc |
| Warrants<br>to acquire<br>Common<br>Stock | (14)                               | 11/01/2013       | J                  | 14,056,096                        | 11/09/2010          | 11/09/2017         | Comm<br>Stoc |
| Warrants<br>to acquire<br>Common<br>Stock | (14)                               | 11/01/2013       | J                  | 3,288,610                         | 11/09/2010          | 11/09/2017         | Comm<br>Stoc |
| Warrants<br>to acquire<br>Common<br>Stock | (14)                               | 11/01/2013       | J                  | 3,146,374                         | 11/09/2010          | 11/09/2017         | Comm<br>Stoc |

## Reporting Owners

| Reporting Owner Name / Address                                                                                   | Relationships |           |         |                                 |
|------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|---------------------------------|
|                                                                                                                  | Director      | 10% Owner | Officer | Other                           |
| BROOKFIELD ASSET MANAGEMENT INC.<br>BROOKFIELD PLACE, 181 BAY ST, STE 300<br>PO BOX 762<br>TORONTO, A6 A6 M5J2T3 | X             | X         |         | Director by<br>deputization *** |
| Partners Ltd<br>181 BAY STREET<br>BROOKFIELD PLACE, SUITE 300                                                    | X             | X         |         | Director by<br>deputization *** |

TORONTO, A6 M5J2T3

## Signatures

/s/ Aleks Novakovic, Managing  
Partner

11/05/2013

\_\_\_\_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.

### 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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