

General Growth Properties, Inc.

Form 4/A

November 27, 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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brookfield Property Partners Ltd

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)
73 FRONT STREET, 5TH FLOOR
(Street)

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

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

HAMILTON, D0 HM 12

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/05/2013

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

(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)
Common Stock, Par Value \$0.01 per share	11/01/2013		J	39,457,353 A	\$ 20.39 39,457,353	I	See Footnote (1) (3)
Common Stock, Par Value \$0.01 per share	11/01/2013		P	13,543,059 A	\$ 20.39 13,543,059	I	See Footnote (2) (3)

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Warrants to acquire Common Stock	(4)	11/01/2013		J		22,222,290		11/09/2010	11/09/2017	Common Stock	25,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Property Partners Ltd 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12	X	X		Director by deputization
Brookfield Property Partners L.P. BROOKFIELD PLACE 250 VESEY STREET, 15TH FLOOR NEW YORK, NY 10281-1023	X	X		Director by deputization
Brookfield Property LP 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12	X	X		Director by deputization
Brookfield BPY Holdings (US) Inc. SUITE 181, BAY STREET BROOKFIELD PLACE TORONTO, A6 M5J2T3	X	X		Director by deputization
CanHoldco 1 ULC 181 BAY STREET BROOKFIELD PLACE SUITE 300 TORONTO, Z4 M5J2T3	X	X		Director by deputization
	X	X		Director by deputization

CanHoldco 3 ULC
181 BAY STREET
BROOKFIELD PLACE SUITE 300
TORONTO, Z4 M5J2T3

CanHoldco 4 ULC 181 BAY STREET BROOKFIELD PLACE SUITE 300 TORONTO, Z4 M5J2T3	X	X	Director by deputization
---	---	---	--------------------------

CanHoldco 2 ULC 181 BAY STREET BROOKFIELD PLACE SUITE 300 TORONTO, Z4 M5J2T3	X	X	Director by deputization
---	---	---	--------------------------

Brookfield BPY Retail Holdings I LLC 4 BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281	X	X	Director by deputization
--	---	---	--------------------------

Signatures

/s/ Jane Sheere, 11/27/2013
Secretary

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.

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.