

General Growth Properties, Inc.
 Form 3
 February 02, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Brookfield Retail Split II LLC		(Month/Day/Year)	General Growth Properties, Inc. [GGP]	
(Last)	(First)	(Middle)	01/25/2011	
THREE WORLD FINANCIAL CENTER, Â 200 VESEY STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				(Check all applicable)
NEW YORK, Â NE Â 10281			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, Par Value \$0.01 per share	113,331,456	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---	---	--

Edgar Filing: General Growth Properties, Inc. - Form 3

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
------------------	-----------------	-------	----------------------------	----------	---------------------------------------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Retail Split II LLC THREE WORLD FINANCIAL CENTER, 200 VESEY STREET NEW YORK, NE 10281	^	^ X	^	^
Brookfield Retail Holdings VI LLC THREE WORLD FINANCIAL CENTER, 200 VESEY STREET NEW YORK, NE 10281	^	^ X	^	^

Signatures

By Karen Ayre, Vice President of Brookfield Retail Split II LLC, /s/ Karen Ayre

02/02/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Common Stock held directly by Brookfield Retail Holdings VI LLC, a Delaware limited liability company ("BRH VI") of which Brookfield Retail Split II LLC, a Delaware limited liability company ("BR Split II") is the sole member, following the contribution of such shares of Common Stock by BR Split II to BRH VI. BR Split II, as the sole member of BRH VI, may be deemed to have an indirect pecuniary interest in the shares of Common Stock directly beneficially owned by BRH VI. In accordance with Instruction 4(b)(iv), the entire amount of the Common Stock held by BRH VI is reported herein. BR Split II disclaims beneficial ownership of all shares of Common Stock that are beneficially owned by BRH VI, except to the extent of any indirect pecuniary interest therein.

^

Remarks:

Exhibit List:

Exhibit 99.1 - Joint Filer Information

Exhibit 99.2 - Joint Filer's Signature

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.