

General Growth Properties, Inc.
 Form 4
 April 16, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Brookfield Holdings Canada

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

Director by deputization ***

181 BAY STREET, BROOKFIELD PLACE, SUITE 300

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

TORONTO, A6 M5J2T3

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.01 per share	04/12/2013		J(1)		115,976,714	A	\$ 20.05	115,976,714	I	See footnote (1)
Common Stock, Par Value \$0.01 per share	04/12/2013		J(2)		79,094,965	A	\$ 20.05	79,094,965	I	See footnote (3) (19)
	04/12/2013		J(2)		53,879,801	A		53,879,801	I	

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

Common Stock, Par Value \$0.01 per share					\$ 20.05			See footnote <u>(4)</u> <u>(19)</u>
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(2)</u>	61,803,287	A	\$ 20.05	61,803,287	I	See footnote <u>(5)</u> <u>(19)</u>
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(2)</u>	7,108,442	A	\$ 20.05	7,108,442	I	See footnote <u>(6)</u> <u>(19)</u>
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(2)</u>	14,195,099	A	\$ 20.05	14,195,099	I	See footnote <u>(7)</u> <u>(19)</u>
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(2)</u>	4,755,658	A	\$ 20.05	4,755,658	I	See footnote <u>(8)</u> <u>(19)</u>
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(2)</u>	4,777,095	A	\$ 20.05	4,777,095	I	See footnote <u>(9)</u> <u>(19)</u>
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(11)</u>	79,094,965	A	\$ 20.05	79,094,965	I	See footnote <u>(3)</u> <u>(19)</u>
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(11)</u>	53,879,801	A	\$ 20.05	53,879,801	I	See footnote <u>(4)</u> <u>(19)</u>
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(11)</u>	61,803,287	A	\$ 20.05	61,803,287	I	See footnote <u>(5)</u> <u>(19)</u>
	04/12/2013	<u>J(11)</u>	7,108,442	A		7,108,442	I	

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

Common Stock, Par Value \$0.01 per share					\$ 20.05			See footnote (6) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(11)</u>	14,195,099	A	\$ 20.05	14,195,099	I	See footnote (7) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(11)</u>	4,755,658	A	\$ 20.05	4,755,658	I	See footnote (8) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(11)</u>	4,777,095	A	\$ 20.05	4,777,095	I	See footnote (9) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	61,444,210	D	\$ 20.05	61,444,210	I	See footnote (13) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	8,670,667	D	\$ 20.05	8,670,667	I	See footnote (14) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	8,670,667	D	\$ 20.05	8,670,667	I	See footnote (15) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	37,191,170	D	\$ 20.05	37,191,170	I	See footnote (16) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	79,094,965	D	\$ 20.05	79,094,965	I	See footnote (3) (19)
	04/12/2013	<u>J(12)</u>	53,879,801	D		53,879,801	I	

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

Common Stock, Par Value \$0.01 per share					\$ 20.05			See footnote (4) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	61,803,287	D	\$ 20.05	61,803,287	I	See footnote (5) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	7,108,442	D	\$ 20.05	7,108,442	I	See footnote (6) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	14,195,099	D	\$ 20.05	14,195,099	I	See footnote (7) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	4,755,658	D	\$ 20.05	4,755,658	I	See footnote (8) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(12)</u>	4,777,095	D	\$ 20.05	4,777,095	I	See footnote (9) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(18)</u>	79,094,965	A	\$ 20.05	79,094,965	I	See footnote (3) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(18)</u>	53,879,801	A	\$ 20.05	53,879,801	I	See footnote (4) (19)
Common Stock, Par Value \$0.01 per share	04/12/2013	<u>J(18)</u>	61,803,287	A	\$ 20.05	61,803,287	I	See footnote (5) (19)
	04/12/2013	<u>J(18)</u>	7,108,442	A		7,108,442	I	

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

Common Stock, Par Value \$0.01 per share	\$ 20.05	See footnote <u>(6)</u> <u>(19)</u>
--	-------------	---

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 Underlying (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Warrants to acquire Common Stock	<u>(17)</u>	04/12/2013		<u>J(17)</u>	18,432,857	11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013		<u>J(2)</u>	14,408,735	11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013		<u>J(2)</u>	16,527,664	11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013		<u>J(2)</u>	1,910,902	11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013		<u>J(2)</u>	3,814,096	11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013		<u>J(2)</u>	1,277,803	11/09/2010 11/09/2017	Common Stock

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

Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽²⁾	1,277,803		11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽²⁾	20,997,838		11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	14,408,735		11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	16,527,664		11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	1,910,902		11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	3,814,096		11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	1,277,803		11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	1,277,803		11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹¹⁾	20,997,838		11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹²⁾		14,408,735	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J ⁽¹²⁾		16,527,664	11/09/2010	11/09/2017	Comm Stoc
	<u>(20)</u>	04/12/2013	J ⁽¹²⁾		1,910,902	11/09/2010	11/09/2017	

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

Warrants to acquire Common Stock								Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(12)</u>	3,814,096	11/09/2010	11/09/2017		Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(12)</u>	1,277,803	11/09/2010	11/09/2017		Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(12)</u>	1,277,803	11/09/2010	11/09/2017		Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(12)</u>	20,997,838	11/09/2010	11/09/2017		Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(18)</u>	14,408,735	11/09/2010	11/09/2017		Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(18)</u>	16,527,664	11/09/2010	11/09/2017		Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(18)</u>	1,910,902	11/09/2010	11/09/2017		Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(18)</u>	3,814,096	11/09/2010	11/09/2017		Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(18)</u>	1,277,803	11/09/2010	11/09/2017		Common Stock
Warrants to acquire Common Stock	<u>(20)</u>	04/12/2013	J <u>(18)</u>	1,277,803	11/09/2010	11/09/2017		Common Stock
	<u>(20)</u>	04/12/2013	J <u>(18)</u>	20,997,838	11/09/2010	11/09/2017		

Warrants
to acquire
Common
Stock

Comm
Stoc

Warrants
to acquire
Common
Stock

(17)

04/12/2013

J(18)

18,432,857 11/09/2010 11/09/2017

Comm
Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Holdings Canada 181 BAY STREET BROOKFIELD PLACE, SUITE 300 TORONTO, A6 M5J2T3	X	X		Director by deputization ***

Signatures

By Aleks Novakovic, Vice President of Brookfield Holdings Canada Inc. /s/ Aleks Novakovic

04/16/2013

__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.
- (15) See Exhibit 99.1; Note 15.
- (16) See Exhibit 99.1; Note 16.
- (17) See Exhibit 99.1; Note 17.

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

- (18) See Exhibit 99.1; Note 18.
- (19) See Exhibit 99.1; Note 19.
- (20) See Exhibit 99.1; Note 20.

Remarks:

*** Cyrus Madon, a Senior Managing Partner of Brookfield Asset Management Inc., a corporation formed under the laws of t

Exhibit List:

Exhibit 99.1 - Explanation of Responses

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.