

GENERAL GROWTH PROPERTIES INC  
 Form 4  
 May 04, 2007

**FORM 4**

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

OMB APPROVAL

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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 \*  
**FREIBAUM BERNARD**

(Last) (First) (Middle)

C/O GENERAL GROWTH PROPERTIES INC, 110 NORTH WACKER DRIVE

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GENERAL GROWTH PROPERTIES INC [GPP]**

3. Date of Earliest Transaction (Month/Day/Year)  
 05/04/2007

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)  
 Chief Financial Officer

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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/03/2007		P		8,000	A	\$ 62.67
Common Stock	05/03/2007		P		53,000	A	\$ 62.95
Common Stock	05/03/2007		P		28,000	A	\$ 62.98
Common Stock	05/03/2007		P		46,000	A	\$ 62.99
	05/03/2007		P		10,300	A	
							6,866,437
							D

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Common Stock					\$ 63.07		
Common Stock	05/03/2007	P	10,000	A	\$ 63.08	6,876,437	D
Common Stock	05/03/2007	P	20,000	A	\$ 63.12	6,896,437	D
Common Stock	05/04/2007	P	14,000	A	\$ 63.12	6,910,437	D
Common Stock	05/04/2007	P	13,000	A	\$ 63.07	6,923,437	D
Common Stock	05/04/2007	P	40,300	A	\$ 62.99	6,963,737	D
Common Stock	05/04/2007	P	20,000	A	\$ 62.98	6,983,737	D
Common Stock	05/04/2007	P	9,000	A	\$ 62.97	6,992,737	D
Common Stock	05/04/2007	P	10,000	A	\$ 62.88	7,002,737	D
Common Stock	05/04/2007	P	2,100	A	\$ 62.85	7,004,837	D
Common Stock	05/04/2007	P	10,000	A	\$ 62.69	7,014,837	D
Common Stock	05/04/2007	P	10,000	A	\$ 62.66	7,024,837	D
Common Stock	05/04/2007	P	10,000	A	\$ 62.59	7,034,837	D
Common Stock	05/04/2007	P	10,000	A	\$ 62.57	7,044,837	D
Common Stock	05/04/2007	P	20,000	A	\$ 62.5	7,064,837	D
Common Stock	05/04/2007	P	10,000	A	\$ 62.49	7,074,837	D
Common Stock	05/04/2007	P	31,300	A	\$ 62.47	7,106,137	D
Common Stock	05/04/2007	P	5,000	A	\$ 62.37	7,111,137	D
Common Stock	05/04/2007	P	10,000	A	\$ 62.29	7,121,137	D
Common Stock	05/04/2007	P	5,000	A	\$ 62.19	7,126,137	D
	05/04/2007	P	5,000	A		7,131,137	D

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Common Stock					\$					
					62.07					
Common Stock	05/04/2007		P	5,000	A	\$ 62	7,136,137	D		
Common Stock	05/04/2007		P	10,000	A	\$ 61.98	7,146,137	D		
Common Stock							16,500	I		By Spouse

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

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**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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREIBAUM BERNARD C/O GENERAL GROWTH PROPERTIES INC 110 NORTH WACKER DRIVE CHICAGO, IL 60606	X		Chief Financial Officer	

## Signatures

/s/ Bernard Freibaum 05/04/2007

\*\*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).

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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