

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

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(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 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	1,562,170	A \$ 20.39 (7)	1,562,170	I see footnote (1) (13)
Common Stock, Par Value \$0.01 per share	11/01/2013		J	760,807	D \$ 20.39 (8)	801,363	I see footnote (1) (13)
	11/01/2013		J	22,346,448	A	22,346,448	I

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

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying (Instr. 3)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(Instr. 3, 4, and 5) V (A) (D)	Date Exercisable	Expiration Date	Title
Warrants to acquire Common Stock	(14)	11/01/2013	J	2,158,038	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	(14)	11/01/2013	J	1,051,036	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	(14)	11/01/2013	J	30,870,195	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	(14)	11/01/2013	J	3,968,760	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	(14)	11/01/2013	J	14,056,096	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	(14)	11/01/2013	J	3,288,610	11/09/2010	11/09/2017	Comm Stoc
Warrants to acquire Common Stock	(14)	11/01/2013	J	3,146,374	11/09/2010	11/09/2017	Comm Stoc

Reporting Owners

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