

General Growth Properties, Inc.
 Form 4
 November 06, 2013

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 *
 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)

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

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

Director by deputization***

73 FRONT STREET, 5TH FLOOR

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)

HAMILTON, D0 HM 12

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$0.01 per share	11/01/2013		J		39,757,503	A	\$ 20.39
							39,757,503
						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.

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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 (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)	Amount of Shares
					(A)	(D)	V	Date Exercisable	Expiration Date		
Warrants to acquire Common Stock	(4)	11/01/2013		J	22,222,268			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		
Brookfield Property LP 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12	X	X		
Brookfield BPY Holdings (US) Inc. SUITE 181, BAY STREET BROOKFIELD PLACE TORONTO, A6 M5J2T3	X	X		
CanHoldco 1 ULC 181 BAY STREET BROOKFIELD PLACE SUITE 300 TORONTO, Z4 M5J2T3	X	X		
	X	X		

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

CanHoldco 4 ULC
 181 BAY STREET
 BROOKFIELD PLACE SUITE 300 X X
 TORONTO, Z4 M5J2T3

CanHoldco 2 ULC
 181 BAY STREET
 BROOKFIELD PLACE SUITE 300 X X
 TORONTO, Z4 M5J2T3

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

Signatures

/s/ Jane Sheere, 11/05/2013
 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.

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