

General Growth Properties, Inc.

Form 4

November 12, 2010

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**BROOKFIELD ASSET
MANAGEMENT INC.**

(Last) (First) (Middle)

**BROOKFIELD PLACE, SUITE
300,, 181 BAY STREET, P.O. BOX
762**

(Street)

TORONTO, ONTARIO, M5J 2T3

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**General Growth Properties, Inc.
[GGP]**

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2010

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)
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	11/09/2010		A	75,156,748	A \$ 10 75,156,748	I	see footnote (1) (9) (10)
Common Stock, Par Value \$0.01 per share	11/09/2010		A	51,572,627	A \$ 10 51,572,627	I	see footnote (2) (9) (10)

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Common Stock, Par Value	11/09/2010	A	59,156,823	A	\$ 10	59,156,823	I	see footnote (3) (9) (10)
\$0.01 per share								
Common Stock, Par Value	11/09/2010	A	6,839,615	A	\$ 10	6,839,615	I	see footnote (4) (9) (10)
\$0.01 per share								
Common Stock, Par Value	11/09/2010	A	13,651,644	A	\$ 10	13,651,644	I	see footnote (5) (9) (10)
\$0.01 per share								
Common Stock, Par Value	11/09/2010	A	4,573,591	A	\$ 10	4,573,591	I	see footnote (6) (9) (10)
\$0.01 per share								
Common Stock, Par Value	11/09/2010	A	4,573,591	A	\$ 10	4,573,591	I	see footnote (7) (9) (10)
\$0.01 per share								
Common Stock, Par Value	11/09/2010	A	15,391,391	A	\$ 10	15,391,391	I	see footnote (8) (9)
\$0.01 per share								

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 and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares

Warrants to acquire Common Stock ⁽¹¹⁾	\$ 10.75	11/09/2010	A	18,714,651	11/09/2010	11/09/2017	Common Stock	18,
Warrants to acquire Common Stock ⁽¹¹⁾	\$ 10.75	11/09/2010	A	12,842,010	11/09/2010	11/09/2017	Common Stock	12,
Warrants to acquire Common Stock ⁽¹¹⁾	\$ 10.75	11/09/2010	A	14,730,538	11/09/2010	11/09/2017	Common Stock	14,
Warrants to acquire Common Stock ⁽¹¹⁾	\$ 10.75	11/09/2010	A	1,703,121	11/09/2010	11/09/2017	Common Stock	1,7
Warrants to acquire Common Stock ⁽¹¹⁾	\$ 10.75	11/09/2010	A	3,399,372	11/09/2010	11/09/2017	Common Stock	3,3
Warrants to acquire Common Stock ⁽¹¹⁾	\$ 10.75	11/09/2010	A	1,138,862	11/09/2010	11/09/2017	Common Stock	1,1
Warrants to acquire Common Stock ⁽¹¹⁾	\$ 10.75	11/09/2010	A	1,138,862	11/09/2010	11/09/2017	Common Stock	1,1
Warrants to acquire Common Stock ⁽¹¹⁾	\$ 10.75	11/09/2010	A	3,832,584	11/09/2010	11/09/2017	Common Stock	3,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKFIELD ASSET MANAGEMENT INC. BROOKFIELD PLACE, SUITE 300, 181 BAY STREET, P.O. BOX 762 TORONTO, ONTARIO M5J 2T3	X	X		Director by deputization ***
Brookfield Retail Split LP THREE WORLD FINANCIAL CENTER, 200 VESEY STREET, NEW YORK, NY 10281	X	X		Director by deputization ***

Brookfield US Holdings Inc. THREE WORLD FINANCIAL CENTER, 200 VESEY STREET, NEW YORK, NY 10281	X	X	Director by deputization ***
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Brookfield US Corp THREE WORLD FINANCIAL CENTER, 200 VESEY STREET, NEW YORK, NY 10281	X	X	Director by deputization ***
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Brookfield REP GP Inc. THREE WORLD FINANCIAL CENTER, 200 VESEY STREET, NEW YORK, NY 10281	X	X	Director by deputization ***
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Signatures

/s/ Joe Freedman, Senior Managing Partner and Counsel of Brookfield Asset Management Inc.	11/12/2010
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**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.

Remarks:

*** Cyrus Madon, a Senior Managing Partner of Brookfield Asset Management Inc., a corporation formed under the laws of the Province of Ontario ("BAM"), was appointed to the board of directors of the Issuer as a representative of each of BAM, Trilon Bancorp Inc., a corporation formed under the laws of the Province of Ontario, Brookfield Private Funds Holdings Inc., a corporation formed under the laws of the Province of Ontario, Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP, a limited partnership formed under the laws of the Province of Manitoba, Brookfield US Holdings Inc., a corporation formed under the laws of the Province of Ontario ("BUSH"), Brookfield US Corporation, a Delaware corporation ("BUSC"), Brookfield REP GP Inc., a Delaware corporation ("BRGP"), Brookfield Retail Split LP, a Delaware limited partnership ("BRS") and Brookfield Retail Holdings LLC (formerly REP Investments LLC), a Delaware limited liability company ("BRH"). Each of BAM, BUSH, BUSC, BRGP and BRS (each, a "Reporting Person") is a "director by designation" solely for purposes of Section 16 of the Securities Exchange Act of 1934.

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Exhibit List:

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filer Information

Exhibit 99.3 - Joint Filers' Signatures

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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