

General Growth Properties, Inc.
 Form 4
 November 05, 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 ASSET MANAGEMENT INC.

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)
BROOKFIELD PLACE, 181 BAY ST, STE 300, PO BOX 762
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2013

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

TORONTO, A6 A6 M5J2T3

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

(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	Price	
Common Stock, Par Value \$0.01 per share	11/01/2013		J		1,562,170	\$ 20.39 <u>(7)</u>	1,562,170 I see footnote (1) (13)
Common Stock, Par Value \$0.01 per share	11/01/2013		J		760,807	\$ 20.39 <u>(8)</u>	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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(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 Underly (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	Common Stock
Warrants to acquire Common Stock	(14)	11/01/2013	J	1,051,036		11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	(14)	11/01/2013	J		30,870,195	11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	(14)	11/01/2013	J	3,968,760		11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	(14)	11/01/2013	J	14,056,096		11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	(14)	11/01/2013	J		3,288,610	11/09/2010 11/09/2017	Common Stock
Warrants to acquire Common Stock	(14)	11/01/2013	J	3,146,374		11/09/2010 11/09/2017	Common Stock

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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