

General Growth Properties, Inc.
 Form 4
 April 16, 2013

FORM 4

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

OMB APPROVAL

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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)
 181 BAY STREET, SUITE 300, P.O. BOX 762
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/12/2013

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

TORONTO, 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	(A) or (D)	Price			
Common Stock, Par Value \$0.01 per share	04/12/2013		J ⁽¹⁾		7,108,442	A	\$ 20.05 <u>(1)</u>	7,108,442	I	See footnote <u>(1)</u>
Common Stock, Par Value \$0.01 per share	04/12/2013		J ⁽²⁾		4,755,658	A	\$ 20.05 <u>(2)</u>	4,755,658	I	See footnote <u>(2)</u>
	04/12/2013		J ⁽³⁾		4,777,095	A		4,777,095	I	

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Common Stock, Par Value \$0.01 per share					\$ 20.05 <u>(3)</u>			See footnote <u>(3)</u>
Common Stock, Par Value \$0.01 per share	04/15/2013	<u>J(4)</u>	79,094,965	D	\$ 0	79,094,965	I	See footnote <u>(5) (12)</u>
Common Stock, Par Value \$0.01 per share	04/15/2013	<u>J(4)</u>	53,879,801	D	\$ 0	53,879,801	I	See footnote <u>(6) (12)</u>
Common Stock, Par Value \$0.01 per share	04/15/2013	<u>J(4)</u>	61,803,287	D	\$ 0	61,803,287	I	See footnote <u>(7) (12)</u>
Common Stock, Par Value \$0.01 per share	04/15/2013	<u>J(4)</u>	7,108,442	D	\$ 0	7,108,442	I	See footnote <u>(8) (12) (13)</u>
Common Stock, Par Value \$0.01 per share	04/15/2013	<u>J(4)</u>	14,195,099	D	\$ 0	14,195,099	I	See footnote <u>(9) (12)</u>
Common Stock, Par Value \$0.01 per share	04/15/2013	<u>J(4)</u>	4,755,658	D	\$ 0	4,755,658	I	See footnote <u>(10) (12)</u> <u>(13)</u>
Common Stock, Par Value \$0.01 per share	04/15/2013	<u>J(4)</u>	4,777,095	D	\$ 0	4,777,095	I	See footnote <u>(11) (12)</u> <u>(13)</u>
Common Stock, Par Value \$0.01 per share	04/15/2013	<u>J(4)</u>	61,444,210	D	\$ 0	61,444,210	I	See footnote <u>(14)</u>
	04/15/2013	<u>J(4)</u>	8,670,667	D	\$ 0	8,670,667	I	

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Common Stock, Par Value \$0.01 per share								See footnote (15)
Common Stock, Par Value \$0.01 per share	04/15/2013	J ⁽⁴⁾	8,670,667	D	\$ 0	8,670,667	I	See footnote (16)
Common Stock, Par Value \$0.01 per share	04/15/2013	J ⁽⁴⁾	37,191,170	D	\$ 0	37,191,170	I	See footnote (17)

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 (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 a Underlyi (Instr. 3 a
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Warrants to Acquire Common Stock	(20)	04/12/2013		J ⁽¹⁾	1,910,902	11/09/2010 11/09/2017	Comm Stock
Warrants to Acquire Common Stock	(20)	04/12/2013		J ⁽²⁾	1,277,803	11/09/2010 11/09/2017	Comm Stock
Warrants to Acquire Common Stock	(20)	04/12/2013		J ⁽³⁾	1,277,803	11/09/2010 11/09/2017	Comm Stock

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Warrants to Acquire Common Stock	(20)	04/15/2013	J ⁽⁴⁾	14,408,735	11/09/2010	11/09/2017	Common Stock
Warrants to Acquire Common Stock	(20)	04/15/2013	J ⁽⁴⁾	16,527,664	11/09/2010	11/09/2017	Common Stock
Warrants to Acquire Common Stock	(20)	04/15/2013	J ⁽⁴⁾	1,910,902	11/09/2010	11/09/2017	Common Stock
Warrants to Acquire Common Stock	(20)	04/15/2013	J ⁽⁴⁾	3,814,096	11/09/2010	11/09/2017	Common Stock
Warrants to Acquire Common Stock	(20)	04/15/2013	J ⁽⁴⁾	1,277,803	11/09/2010	11/09/2017	Common Stock
Warrants to Acquire Common Stock	(20)	04/15/2013	J ⁽⁴⁾	1,277,803	11/09/2010	11/09/2017	Common Stock
Warrants to Acquire Common Stock	(20)	04/15/2013	J ⁽⁴⁾	20,997,838	11/09/2010	11/09/2017	Common Stock
Warrants to Acquire Common Stock	(19)	04/15/2013	J ⁽⁴⁾	18,432,857	11/09/2010	11/09/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROOKFIELD ASSET MANAGEMENT INC.

181 BAY STREET, SUITE 300
 P.O. BOX 762
 TORONTO, A6 M5J2T3

X X

Director by deputization ***

Partners Ltd

181 BAY STREET, SUITE 300
 P.O. BOX 762
 TORONTO, A6 M5J2T3

X X

Director by deputization ***

Signatures

By Aleks Novakovic, Managing Partner of Brookfield Asset Management Inc. /s/ Aleks Novakovic

04/16/2013

__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.
- (15) See Exhibit 99.1; Note 15.
- (16) See Exhibit 99.1; Note 16.
- (17) See Exhibit 99.1; Note 17.
- (18) See Exhibit 99.1; Note 18.
- (19) See Exhibit 99.1; Note 19.
- (20) See Exhibit 99.1; Note 20.

Remarks:

*** Cyrus Madon, a Senior Managing Partner of Brookfield Asset Management Inc., a corporation formed under the laws of t

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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