

Partners Ltd
Form 4
August 29, 2018

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
Brookfield Property REIT Inc. [GGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
181 BAY STREET, SUITE 300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2018

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

TORONTO, A6 M5J2T3

(City) (State) (Zip)

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

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)
Class B Stock, par value \$0.01 per share	08/27/2018		A	124,985,577	A (10) 124,985,577	I	See Footnote (1) (10)
Class B Stock, par value \$0.01	08/27/2018		A	351,958	A (10) 351,958	I	See Footnote (2) (10)

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per share								
Class B Stock, par value \$0.01 per share	08/27/2018	A	12,989,228	A	<u>(10)</u>	12,989,228	I	See Footnote <u>(3)</u> <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	24,063,298	A	<u>(10)</u>	24,063,298	I	See Footnote <u>(4)</u> <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	53,000,412	A	<u>(10)</u>	53,000,412	I	See Footnote <u>(5)</u> <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	6,985,772	A	<u>(10)</u>	6,985,772	I	See Footnote <u>(6)</u> <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	70,114,877	A	<u>(10)</u>	70,114,877	I	See Footnote <u>(7)</u> <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	28,573,419	A	<u>(10)</u>	28,573,419	I	See Footnote <u>(8)</u> <u>(10)</u>
Class B Stock, par	08/27/2018	A	2,577,297	A	<u>(10)</u>	2,577,297	I	See Footnote <u>(9)</u> <u>(10)</u>

value
\$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.

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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 and Amount of Underlying Securities (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Series B Preferred Stock	(10)	08/27/2018		D		124,985,577	(10)	(10)	Common Stock 124,985,577
Series B Preferred Stock	(10)	08/27/2018		D		351,958	(10)	(10)	Common Stock 351,958
Series B Preferred Stock	(10)	08/27/2018		D		12,989,228	(10)	(10)	Common Stock 12,989,228
Series B Preferred Stock	(10)	08/27/2018		D		24,063,298	(10)	(10)	Common Stock 24,063,298
Series B Preferred Stock	(10)	08/27/2018		D		53,000,412	(10)	(10)	Common Stock 53,000,412
Series B Preferred Stock	(10)	08/27/2018		D		6,985,772	(10)	(10)	Common Stock 6,985,772
Series B Preferred Stock	(10)	08/27/2018		D		70,114,877	(10)	(10)	Common Stock 70,114,877
Series B Preferred Stock	(10)	08/27/2018		D		28,573,419	(10)	(10)	Common Stock 28,573,419

Series B Preferred Stock	(10)	08/27/2018	D	2,577,297	(10)	(10)	Common Stock	2,577
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKFIELD ASSET MANAGEMENT INC. 181 BAY STREET, SUITE 300 TORONTO, A6 M5J2T3	X	X		Director by deputization ***
Partners Ltd 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3	X	X		Director by deputization

Signatures

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

08/29/2018

__Signature of Reporting Person

Date

Partners Limited /s/ Brian Lawson, President

08/29/2018

__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.

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.