#### Edgar Filing: GENERAL GROWTH PROPERTIES INC - Form 4

#### GENERAL GROWTH PROPERTIES INC

Form 4 March 10, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ACKMAN WILLIAM A

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

**GENERAL GROWTH** PROPERTIES INC [GGP]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 06/08/2009

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

Former Director

C/O PERSHING SQUARE CAPITAL MNGMT L.P., 888 SEVENTH AVENUE, 42ND **FLOOR** 

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10019

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 7. Nature of Securities Ownership Indirect Form: Direct Beneficial Beneficially Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4)

(A) Transaction(s) Price Amount (D)

(Instr. 3 and 4) Code V

See 23,953,782 Common 412,413 01/28/2010 J \$0 I **Footnotes** A (1) (2) Stock (3)(4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities				Securi	ities	(Instr. 5)	Bene
		Derivative							(Instr. 3 and 4)			Own
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
					of (D) (Instr. 3,							(Instr
						4, and 5)						
										A		
										Amount		
						I (A) (D)	Date Exercisable	Expiration Date	Title	or Namelana		
										Number		
					C 1 W					of		
					Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Director Other

ACKMAN WILLIAM A C/O PERSHING SQUARE CAPITAL MNGMT L.P. 888 SEVENTH AVENUE, 42ND FLOOR NEW YORK, NY 10019

Former Director

### **Signatures**

/s/ William A. 03/10/2010 Ackman

\*\*Signature of Date Reporting Person

### **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).
- The acquisition was an exempt acquisition pursuant to a stock dividend paid on January 28, 2010 by General Growth Properties Inc. to holders of its common stock.
- William A. Ackman resigned as a director of General Growth Properties Inc., effective as of March 8, 2010, and is no longer subject to **(2)** Section 16 filings.
  - Reflects shares of common stock of the issuer held for the account of Pershing Square, L.P., Pershing Square II, L.P., or Pershing Square International Ltd. (including shares held for the account of its wholly owned subsidiary, PSRH, Inc.) (collectively, the "Pershing Square Funds"). PS Management GP, LLC ("PS Management") is the general partner of Pershing Square Capital Management, L.P. ("Pershing
- (3) Square"), which acts as investment advisor to the Pershing Square Funds. Pershing Square GP, LLC ("Pershing Square GP") is the general partner of each of Pershing Square, L.P. and Pershing Square II, L.P. By virtue of William A. Ackman's position as managing member of each of PS Management and Pershing Square GP, Mr. Ackman may be deemed to be the beneficial owner of the securities listed in Table I.
- Neither the filing of this statement nor anything stated herein shall be deemed an admission that Mr. Ackman is the beneficial owner of (4) any securities covered by the statement. Mr. Ackman disclaims beneficial ownership of the securities covered by this statement except to the extent of his pecuniary interest therein.

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