

GENERAL GROWTH PROPERTIES INC

Form DEFA14A

March 24, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## **SCHEDULE 14A**



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Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

## General Growth Properties, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on 05/14/08.**

*This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.*

The following materials are available for view:

**Annual Report, Notice of Annual Meeting of Stockholders and Proxy Statement**

To view this material, have the 12-digit Control #(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

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**If you want to receive a paper or e-mail copy of the above listed documents you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below on or before 04/30/08.**

To request material:           **Internet:** [www.proxyvote.com](http://www.proxyvote.com)                   **Telephone:** 1-800-579-1639           **\*\*Email:** [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

**\*\*If requesting material by e-mail please send a blank e-mail with the 12-digit Control# (located on the following page) in the subject line. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.**

**GENERAL GROWTH PROPERTIES, INC.**

**Vote In Person**

Our stockholder meeting has attendance requirements including, but not limited to, the possession of an attendance ticket for stockholders of record. Please check the meeting materials for the requirements for meeting attendance. At the meeting, stockholders of record will need to request a ballot to vote their shares.

*GENERAL GROWTH PROPERTIES, INC.  
110 NORTH WACKER DRIVE  
CHICAGO, IL 60606*

**Vote By Internet**

To vote *now* by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions

**Meeting Location**

The Annual Meeting for stockholders as of 03/17/08

is to be held on 05/14/08 at 9:00 A.M. CST

at: General Growth Properties, Inc.

110 North Wacker Drive

Chicago, IL 60606

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**Voting items**

**The Board of Directors recommends a vote FOR**

**proposals 1 and 2 and AGAINST proposal 3.**

1. Election of Class II Directors.

**Nominees:**

- |     |                   |
|-----|-------------------|
| 01) | Matthew Bucksbaum |
| 02) | Bernard Freibaum  |
| 03) | Beth Stewart      |

2. Ratification of the selection of independent public accountants.

3. Stockholder proposal to declassify the Board of Directors.

4. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any postponement(s) or adjournment(s) thereof.
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