

GENERAL GROWTH PROPERTIES INC
 Form 4
 August 06, 2007

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 *
FREIBAUM BERNARD

2. Issuer Name and Ticker or Trading Symbol
GENERAL GROWTH PROPERTIES INC [GPP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Financial Officer

(Last) (First) (Middle)
C/O GENERAL GROWTH PROPERTIES INC, 110 NORTH WACKER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2007

CHICAGO, IL 60606
 (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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/03/2007		P		3,000	A	\$ 46.51
Common Stock	08/03/2007		P		4,000	A	\$ 46.61
Common Stock	08/03/2007		P		6,000	A	\$ 46.64
Common Stock	08/03/2007		P		3,000	A	\$ 46.65
	08/03/2007		P		3,000	A	\$ 46.65

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Common Stock					\$ 46.67		
Common Stock	08/03/2007	P	5,000	A	\$ 46.73	7,325,615	D
Common Stock	08/03/2007	P	11,000	A	\$ 46.75	7,336,615	D
Common Stock	08/03/2007	P	4,000	A	\$ 46.8	7,340,615	D
Common Stock	08/03/2007	P	3,000	A	\$ 46.82	7,343,615	D
Common Stock	08/03/2007	P	6,000	A	\$ 46.85	7,349,615	D
Common Stock	08/03/2007	P	9,000	A	\$ 46.86	7,358,615	D
Common Stock	08/03/2007	P	3,000	A	\$ 46.88	7,361,615	D
Common Stock	08/03/2007	P	4,000	A	\$ 46.9	7,365,615	D
Common Stock	08/03/2007	P	4,000	A	\$ 46.91	7,369,615	D
Common Stock	08/03/2007	P	3,000	A	\$ 46.92	7,372,615	D
Common Stock	08/03/2007	P	5,000	A	\$ 46.94	7,377,615	D
Common Stock	08/03/2007	P	6,000	A	\$ 46.95	7,383,615	D
Common Stock	08/03/2007	P	3,000	A	\$ 46.96	7,386,615	D
Common Stock	08/03/2007	P	3,000	A	\$ 46.97	7,389,615	D
Common Stock	08/03/2007	P	11,000	A	\$ 46.98	7,400,615	D
Common Stock	08/03/2007	P	14,000	A	\$ 46.99	7,414,615	D
Common Stock	08/06/2007	P	3,000	A	\$ 46.75	7,417,615	D
Common Stock	08/06/2007	P	3,000	A	\$ 46.83	7,420,615	D
Common Stock	08/06/2007	P	4,000	A	\$ 46.95	7,424,615	D
	08/06/2007	P	9,000	A		7,433,615	D

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Common Stock						\$ 46.98			
Common Stock	08/06/2007		P	5,000	A	\$ 47.95	7,438,615	D	
Common Stock	08/06/2007		P	5,000	A	\$ 47.99	7,443,615	D	
Common Stock	08/03/2007		P	3,500	A	\$ 46.51	20,000	I	By Spouse
Common Stock	08/03/2007		P	10,000	A	\$ 46.6	30,000	I	By Spouse
Common Stock	08/03/2007		P	10,000	A	\$ 46.61	40,000	I	By Spouse

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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREIBAUM BERNARD C/O GENERAL GROWTH PROPERTIES INC 110 NORTH WACKER DRIVE CHICAGO, IL 60606	X		Chief Financial Officer	

Signatures

/s/ Bernard
Freibaum

08/06/2007

__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) Includes 478 shares purchased under the General Growth Properties, Inc. Employee Stock Purchase Plan for the period January 1, 2007 through June 30, 2007, which transaction was exempt from Section 16 pursuant to Rule 16b-3(c).

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.