

GENERAL GROWTH PROPERTIES INC

Form 8-K

February 22, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d) of  
the Securities Act of 1934**

**Date of Report (Date of Earliest Event Reported)**

**February 21, 2006**

**General Growth Properties, Inc.**

(Exact name of registrant as specified in its charter)

Delaware	1-11656	42-1283895
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

**110 N. Wacker Drive, Chicago, Illinois 60606**

(Address of principal executive offices) (Zip Code)

**(312) 960-5000**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On February 21, 2006, General Growth Properties, Inc. ( GGP ) issued a press release describing its results of operations for its quarter and year ended December 31, 2005. A copy of the press release (included as pages 4-15 of the GGP supplemental information described in 7.01 below) is being furnished as Exhibit 99.1 to this report. This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**ITEM 7.01 REGULATION FD DISCLOSURE.**

On February 21, 2006, General Growth Properties, Inc. made available on its website, certain supplemental financial information (including the press release described in Item 2.02 above) regarding its operations as of and for the quarters and years ended December 31, 2005 and 2004. A copy of such information is being furnished as Exhibit 99.1 to this report.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(c) Exhibits**

Exhibit No.	Description
99.1	Certain supplemental financial information and press release titled General Growth Properties, Inc. Releases Fourth Quarter and Annual 2005 Operating Results dated February 21, 2006 (furnished herewith).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GENERAL GROWTH PROPERTIES,  
INC.**

By: /s/ Bernard Freibaum

Bernard Freibaum  
Executive Vice President and  
Chief Financial Officer

Date: February 21, 2006

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Name</b>
99.1	Certain supplemental financial information and press release titled "General Growth Properties, Inc. Releases Fourth Quarter and Annual 2005 Operating Results" dated February 21, 2006 (furnished herewith).