

GENERAL GROWTH PROPERTIES INC

Form S-8

June 19, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
GENERAL GROWTH PROPERTIES, INC.  
(Exact name of registrant as specified in its charter)**

<b>Delaware</b>	<b>42-1283895</b>
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

<b>110 North Wacker Drive Chicago, Illinois</b>	<b>60606</b>
(Address of Principal Executive Offices)	(Zip code)

**General Growth 401(k) Savings Plan**  
(Full title of the plan)  
**MR. JOHN BUCKSBAUM**  
**CHIEF EXECUTIVE OFFICER**  
**GENERAL GROWTH PROPERTIES, INC.**  
**110 NORTH WACKER DRIVE**  
**CHICAGO, ILLINOIS 60606**  
(Name and address of agent for service)  
(312) 960-5000  
(Telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered (2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock (par value \$.01 per share)(1)(2)	1,500,000	\$43.62	\$65,430,000	\$7,002

(1) The shares of common stock of General Growth Properties, Inc., \$.01 par value per share (the

Common Stock ), being registered hereby include associated preferred share purchase rights, which attach to and trade with the shares of Common Stock.

- (2) Pursuant to Rule 416 under the Securities Act of 1933, such amount also covers such additional number of shares as may be required in the event of a stock dividend, stock split, recapitalization or other similar event. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (3) Estimated solely for the purpose of calculating the registration fee in

accordance with  
Rules 457(c)  
and (h) of the  
Securities Act  
of 1933 and  
based on the  
average of the  
high and low  
prices of a share  
of Common  
Stock as  
reported on the  
New York  
Stock Exchange  
on June, 15,  
2006.

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**EXPLANATORY STATEMENT**

This Registration Statement on Form S-8 is filed to register an additional 1,500,000 shares of Common Stock, par value \$.01 per share (the Common Stock ), of General Growth Properties, Inc. (the Registrant ) for the General Growth 401(k) Savings Plan, as amended (the Plan ). The Plan changed its name from the General Growth Management Savings and Employee Stock Ownership Plan to the General Growth 401(k) Savings Plan as of January 1, 2006. The Registrant previously filed a Registration Statement on Form S-8 relating to the Plan with the Securities and Exchange Commission (the Commission ) on August 30, 1996 (File No. 333-11237). This Registration Statement was prepared in accordance with General Instruction E of Form S-8 and, in accordance therewith, incorporates by reference the previously filed Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 8. EXHIBITS.**

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

23.1 Consent of Deloitte & Touche LLP.

23.2 Consent of KPMG LLP.

24.1 Powers of Attorney (included on signature page).

The Registrant will submit or has submitted the Plan and any amendments thereto to the Internal Revenue Service (the IRS ) in a timely manner and will make all changes required by the IRS in order to maintain the tax qualified status of the Plan.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on June 15, 2006.

**General Growth Properties, Inc.**  
(Registrant)

By: /s/ JOHN BUCKSBAUM  
John Bucksbaum  
*Chief Executive Officer*

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We, the undersigned officers and directors of General Growth Properties, Inc., hereby severally constitute John Bucksbaum, Robert Michaels and Bernard Freibaum, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments, including post-effective amendments, to this registration statement, and to sign a new registration statement pursuant to Rule 462(b) of the Securities Act of 1933, and generally to do all such things in our name and behalf in such capacities to enable General Growth Properties, Inc. to comply with the applicable provisions of the Securities Act of 1933 and all requirements of the Securities and Exchange Commission, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys, or any of them, to any and all such amendments. Pursuant to the requirements of the Securities Act, this Registration Statement has been signed on June 15, 2006 by the following persons in the capacities indicated:

/s/ MATTHEW BUCKSBAUM	Chairman of the Board
Matthew Bucksbaum	
/s/ JOHN BUCKSBAUM	Director and Chief Executive Officer (Principal Executive Officer)
John Bucksbaum	
/s/ ROBERT MICHAELS	Director, President and Chief Operating Officer
Robert Michaels	
/s/ BERNARD FREIBAUM	Director, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
Bernard Freibaum	
/s/ ALAN COHEN	Director
Alan Cohen	
/s/ ANTHONY DOWNS	Director
Anthony Downs	
/s/ THOMAS H. NOLAN, JR.	Director
Thomas H. Nolan, Jr.	
/s/ JOHN T. RIORDAN	Director
John T. Riordan	
/s/ BETH STEWART	Director
Beth Stewart	
/s/ ADAM METZ	Director

Adam Metz

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on June 15, 2006.

GENERAL GROWTH 401(k) SAVINGS  
PLAN

By: /s/ CHARLES LHOTKA  
Charles Lhotka, as Authorized Signatory  
for  
the General Growth 401(k) Savings Plan  
Administrative Committee

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**EXHIBIT INDEX**

Exhibit  
Number

Document

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