

Howard Hughes Corp  
Form 4  
July 03, 2013

**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 \*  
Pershing Square Capital Management, L.P.

(Last) (First) (Middle)

888 SEVENTH AVENUE, 42ND FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Howard Hughes Corp [HHC]

3. Date of Earliest Transaction (Month/Day/Year)  
07/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common stock, par value \$0.01 per share	07/01/2013		J <sup>(3)</sup>	0 <sup>(3)</sup> A <sup>(3)</sup> \$ 112.09 <sup>(3)</sup>	3,568,017	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8)

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants to Purchase Common stock, par value \$0.01 per share	\$ 50	07/01/2013		J <sup>(4)</sup>	0 <sup>(4)</sup>	11/09/2010 <sup>(4)</sup>	11/09/2017	Common stock, par value \$0.01 per share	1,916,660
Cash Settled Total Return Swaps	\$ 58.38	06/05/2012		J/K <sup>(5)</sup>	1 <sup>(5)</sup>	<sup>(5)</sup>	06/30/2014	Common stock, par value \$0.01 per share	920,273
Cash Settled Total Return Swaps	\$ 73.02	12/31/2012		J/K <sup>(5)</sup>	1 <sup>(5)</sup>	<sup>(5)</sup>	10/29/2015	Common stock, par value \$0.01 per share	1,247,040
Cash Settled Total Return Swaps	\$ 35.26	11/09/2010		J/K <sup>(5)</sup>	1 <sup>(5)</sup>	<sup>(5)</sup>	10/29/2015	Common stock, par value \$0.01 per share	3,789
Cash Settled Total Return Swaps	\$ 58.38	06/05/2012		J/K <sup>(5)</sup>	1 <sup>(5)</sup>	<sup>(5)</sup>	12/31/2013	Common stock, par value \$0.01 per share	1,231,450
Cash Settled Total Return Swaps	\$ 73.02	12/31/2012		J/K <sup>(5)</sup>	1 <sup>(5)</sup>	<sup>(5)</sup>	12/31/2013	Common stock, par value \$0.01 per share	269,550

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Cash Settled							Common stock, par value	
Total	\$ 73.02	12/31/2012	J/K <sup>(5)</sup>	<u>1</u> <u>(5)</u>	<u>(5)</u>	06/30/2014	\$0.01 per share	218,970
Return Swaps								
Cash Settled							Common stock, par value	
Total	\$ 73.02	12/31/2012	J/K <sup>(5)</sup>	<u>1</u> <u>(5)</u>	<u>(5)</u>	01/02/2014	\$0.01 per share	1,501,000
Return Swaps								
Cash Settled							Common stock, par value	
Total	\$ 112.09	07/01/2013	J/K <sup>(5)</sup>	<u>1</u> <u>(5)</u>	<u>(5)</u>	12/31/2014	\$0.01 per share	7,755
Return Swaps								

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pershing Square Capital Management, L.P. 888 SEVENTH AVENUE 42ND FLOOR NEW YORK, NY 10019		X		
PS Management GP, LLC 888 SEVENTH AVENUE 42ND FLOOR NEW YORK, NY 10019		X		
Pershing Square GP, LLC 888 SEVENTH AVENUE 42ND FLOOR NEW YORK, NY 10019		X		
ACKMAN WILLIAM A 888 SEVENTH AVENUE 42ND FLOOR NEW YORK, NY 10019	X	X		

## Signatures

Pershing Square Capital Management, L.P., By: PS Management GP, LLC, its General Partner, By: /s/ William A. Ackman, Managing Member 07/03/2013  
\_\_Signature of Reporting Person Date

PS Management GP, LLC, By: /s/ William A. Ackman, Managing Member 07/03/2013  
\_\_Signature of Reporting Person Date

Pershing Square GP, LLC, By: /s/ William A. Ackman, Managing Member

07/03/2013

\_\_Signature of Reporting Person

Date

/s/ William A. Ackman

07/03/2013

\_\_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).

In addition to Pershing Square Capital Management, L.P., a Delaware limited partnership ("Pershing Square Capital"), this Form 4 is being filed jointly by PS Management GP, LLC, a Delaware limited liability company ("PS Management"), Pershing Square GP, LLC, a

(1) Delaware limited liability company ("Pershing Square GP"), and William A. Ackman, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Pershing Square Capital and may be deemed to have a pecuniary interest in securities owned by it on this Form 4.

Pershing Square Capital advises the accounts of Pershing Square, L.P., a Delaware limited partnership ("PS"), Pershing Square II, L.P., a Delaware limited partnership ("PS II"), Pershing Square International, Ltd., a Cayman Islands exempted company ("INTL") (together

(2) with its wholly-owned subsidiary PSRH, Inc., a Cayman Islands exempted company, "Pershing Square International"), and Pershing Square Holdings, Ltd., a limited liability company incorporated in Guernsey ("PSH" and together with PS, PS II and Pershing Square International, the "Pershing Square Funds").

In connection with a rebalancing of the Pershing Square Funds, the following transactions were consummated: PSH purchased 27,790 shares from PS and 174,748 shares from Pershing Square International, for an aggregate purchase of 202,538 shares. There was no change in the overall beneficial ownership of the Reporting Persons in connection with such transactions.

(4) In connection with a rebalancing of the Pershing Square Funds, the following transactions were consummated: PSH purchased 4,823 warrants from PS and 39,779 warrants from Pershing Square International, for an aggregate purchase of 44,602 warrants. There was no change in the overall beneficial ownership of the Reporting Persons in connection with such transactions.

(5) Pershing Square International sold 28,709 notional shares to its counterparty and PS II purchased 28,709 notional shares from its counterparty. There was no change in the overall beneficial ownership of the Reporting Persons in connection with such transactions.

Pershing Square Capital, as the investment adviser to the Pershing Square Funds, may be deemed to be the beneficial owner of the securities set forth in this Form 4 (the "Subject Securities") for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934. As the general partner of Pershing Square Capital, PS Management may be deemed to be the beneficial owner of the Subject Securities for

(6) purposes of Rule 16a-1(a). As the general partner of PS and PS II, Pershing Square GP may be deemed to be the beneficial owner of the shares of Subject Securities owned by PS and PS II for purposes of Rule 16a-1(a). By virtue of William A. Ackman's position as Chief Executive Officer of Pershing Square Capital and managing member of each of PS Management and Pershing Square GP, William A. Ackman may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a).

(7) Each of the Reporting Persons disclaims any beneficial ownership of any of the securities listed in this Form 4, except to the extent of any pecuniary interest therein.

The total return swaps set forth on Table II do not give the Pershing Square Funds or the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the issuer and do not require the counterparties thereto to acquire, hold, vote or dispose of any securities of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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