SEC Form 4	
------------	--

П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Estimated average burden	
hours per response:	0.5

Tighe Mary Ann (Last) (First) (Middle) ONE GALLERIA TOWER, 13355 NOEL ROAD, 22ND FLOOR		on*	2. Issuer Name and Ticker or Trading Symbol <u>Howard Hughes Corp</u> [HHC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
					Director	10% Owner			
		、 ,	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2019		Officer (give title below)	Other (specify below)			
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing (Check Applicable				
(Street)				X	Form filed by One Rep	orting Person			
DALLAS	TX	75240			Form filed by More tha Person	n One Reporting			
(City)	(State)	(Zip)							

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)			4. Securities Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common stock, par value \$0.01 per share	06/17/2019		Α		2,173(1)	A	\$ <mark>0</mark>	14,194	D	
Common stock, par value \$0.01 per share								9,386	Ι	See Footnote. ⁽²⁾

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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents restricted stock granted to non-employee directors pursuant to The Howard Hughes Corporation Amended and Restated 2010 Incentive Plan. The shares vest on the earlier of the 2020 annual meeting of stockholders of The Howard Hughes Corporation or June 1, 2020.

2. Represents shares owned by the reporting person's husband, who shares the reporting person's household. The reporting person may be deemed to be the beneficial owner of the shares of common stock of The Howard Hughes Corporation owned by the reporting person's husband.

Timothy F. Hubach, Attorneyin-fact for Mary Ann Tighe 06/19/2019

in-fact for Mary Ann Tighe

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.