SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| 1. Name and Address of Reporting Person*

 Riley Peter F

 (Last) (First) (Middle)

 ONE GALLERIA TOWER,
 13355 NOEL ROAD, 22ND FLOOR

 (Street)

 DALLAS **TX** **75240**

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 Howard Hughes Corp [**HHC**]

 3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2017

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director   10% Owner
 X Officer (give title below)   Other (specify below)

 Secretary and General Counsel

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

 X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value $0.01, per share	02/23/2017		A		4,289[1]	A	$0.00	21,100[2][3][4][5]	D	

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 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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	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 employees pursuant to The Howard Hughes Corporation Amended and Restated 2010 Incentive Plan. The shares vest on December 31, 2021.

2. Included in this amount are 1,819 shares of restricted stock granted to the reporting person on June 6, 2013 pursuant to The Howard Hughes Corporation Amended and Restated Incentive Plan. The shares vest on December 31, 2017.

3. Included in this amount are 1,215 shares of restricted stock granted to the reporting person on March 21, 2014 pursuant to The Howard Hughes Corporation Amended and Restated Incentive Plan. The shares vest on December 31, 2018.

4. Included in this amount are 3,373 shares of restricted stock granted to the reporting person on February 26, 2015 pursuant to The Howard Hughes Corporation Amended and Restated Incentive Plan. The shares vest on December 31, 2019.

5. Included in this amount are 4,075 shares of restricted stock granted to the reporting person on February 25, 2016 pursuant to The Howard Hughes Corporation Amended and Restated Incentive Plan. The shares vest on December 31, 2020.

Timothy F. Hubach, Attorney-in-fact for Peter F. Riley   02/27/2017

** 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.