

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>O'Reilly David R.</u>  (Last) (First) (Middle) 9950 WOODLOCH FOREST DRIVE SUITE 1100  (Street) THE WOODLANDS TX 77380  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Howard Hughes Holdings Inc. [ HHH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Director and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2026	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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, \$0.01 par value per share	02/03/2026		A		16,942 <sup>(1)</sup>	A	\$0	156,044	D	
Common stock, \$0.01 par value per share	02/03/2026		F		11,573 <sup>(2)</sup>	D	\$79.77	144,471	D	
Common stock, \$0.01 par value per share	02/03/2026		A		13,492 <sup>(3)</sup>	A	\$0	157,963	D	
Common stock, \$0.01 par value per share	02/03/2026		A		53,966 <sup>(4)</sup>	A	\$0	211,929	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					

**Explanation of Responses:**

- As previously reported, on March 23, 2023, the Reporting Person was granted performance-based restricted shares (the "2023 RSUs"), and, based on the Company's adjusted net asset value growth ("NAV") over a three-year term ended on December 31, 2025 (the "Measurement Period"), the actual number of 2023 RSUs earned could range from 0% to 200% of target 2023 RSUs. On February 3, 2026, the Compensation Committee (the "Committee") of the Board of Directors of the Issuer approved the Company's NAV as of December 31, 2025 for purposes of the 2023 RSUs and, accordingly, certified the achievement of the pre-established performance targets at 200% for the Measurement Period. As a result of the Committee's certification, the vesting of an additional 16,942 shares of common stock was approved.
- Represents shares of common stock withheld by the Issuer to satisfy certain tax withholding obligations upon the vesting of the 2023 RSUs. No shares were sold by the reporting person.
- Represents shares of time-based restricted stock granted on February 3, 2026 under the Issuer's 2025 Equity Incentive Plan, with one-third (1/3) of the total number of shares granted vesting on the following dates: February 3, 2027, December 31, 2027 and December 31, 2028.
- Represents shares of performance-based restricted stock granted on February 3, 2026 under the Issuer's 2025 Equity Incentive Plan, which cliff vest, if at all, on December 31, 2028 based upon achievement of certain performance metrics.

/s/ Nathan Bryce, Attorney-in-fact for David R. O'Reilly 02/05/2026

\*\* 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.