FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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1. Name and Address of Reporting Person*  Pershing Square Capital Management, L.P.					2. Issuer Name <b>and</b> Ticker or Trading Symbol Howard Hughes Corp [ HHC ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner					
				.										X	Officer			
(Last) (First) (Middle) 888 SEVENTH AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 09/25/2018								Officer (give title Other (spec below) below)					
42ND FLOOR					If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable					
(Street) NEW YORK NY 10019				-	T. II Americanient, Date of Original Fried (Month Ddy) fear)							Line)  Form filed by One Reporting Person  X  Form filed by More than One Reporting Person						
(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)		3. Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following			7. Nature of Indirect Beneficial Ownership (Instr. 4)				
						Code	v	Amou	nt (	(A) or (D)			Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)			
Common stock, par value \$0.01 per share 09/25/2018							S <sup>(4)</sup>		60	0	D <sup>(4)</sup>	\$125.19		2,138,589		I	See footnotes <sup>(1)(2)</sup> (3)(4)(5)	
Common stock, par value \$0.01 per share 09/26/2018			09/26/2018				S <sup>(4)</sup>		5,353		D <sup>(4)</sup>	\$125.18		2,133,236		I	See footnotes <sup>(1)(2)</sup> (3)(4)(5)	
		Та	ble II - Derivat (e.g., p												ned			
Derivative Conversion Date Security or Exercise (Month/Day/Year)		3A. Deemed Execution Date, if any (Month/Day/Year)	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)			ind	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		8. Price of Derivativ Security (Instr. 5)	ative crity 5	D. 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 Exerc	isable	Expira Date	tion	Title	Amour or Number of Shares	er				
		Reporting Person* Capital Mana	igement, L.P.															

	are Capital Ma	anagement, L.P.						
(Last)	(First)	(Middle)						
888 SEVENTH AVENUE								
42ND FLOOR								
(Street)			_					
NEW YORK	NY	10019	10019					
(City)	(State)	(Zip)	_					
PS Manageme	(First)	(Middle)	_					
888 SEVENTH AVENUE								
42ND FLOOR			_					
(Street)								
NEW YORK	NY	10019						
(City)	(State)	(Zip)						
Name and Address of Reporting Person*     ACKMAN WILLIAM A								

(Last) 888 SEVENTH . 42ND FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10019
(City)	(State)	(Zip)

## **Explanation of Responses:**

- 1. In addition to Pershing Square Capital Management, L.P., a Delaware limited partnership ("Pershing Square"), this Form 4 is being filed jointly by PS Management GP, LLC, a Delaware limited liability company ("PS Management"), 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 and may be deemed to have a pecuniary interest in securities reported on this Form 4 (the "Subject Securities").
- 2. Pershing Square 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 ("PS International"), and Pershing Square Holdings, Ltd., a limited liability company incorporated in Guernsey ("PSH" and together with PS, PS II and PS International, the "Pershing Square Funds").
- 3. Pershing Square, as the investment adviser to PS, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934. As the general partner of Pershing Square, PS Management may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). By virtue of Mr. Ackman's position as Chief Executive Officer of Pershing Square and managing member of PS Management, Mr. Ackman may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.
- 4. This Form 4 is being filed as a result of the sale of common stock.
- 5. Mr. Ackman, a member of the board of directors of the Issuer of the Subject Securities, was elected to that board as a representative of Pershing Square, PS Management, the Pershing Square Funds and Pershing Square GP, LLC. As a result, each of those entities are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

## Remarks:

Pershing Square Capital
Management, L.P., By: PS
Management GP, LLC, its
General Partner, By: /s/
William A. Ackman, Managing
Member
PS Management GP, LLC, By:
/s/ William A. Ackman,
Managing Member
/s/ William A. Ackman
\*\*\* 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.