Instruction 1(b).

FORM 4

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

Washington,	D.C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

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

Derivative Conversion Date Execution Date, Transaction of Expiration Date Generative Conversion of Expiration Date Generative Code (Instr. Derivative (Month/Day/Year) Security Security Securities Form: Beneficia	1. Name and Address of Reporting Person*  Fitchitt Greg																nship of Reportir I applicable) Director Officer (give title		son(s) to Is 10% Ov Other (s	vner	
(Street) THE WOODLANDS TX  77380  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P) (Instr. 4)  Tansaction Date (P) (Instr. 4)  Transaction Date (P) (Instr. 4)  Transaction Date (P) (Instr. 4)  Transaction (P) (Instr. 4)  Transaction Date (P) (Instr. 4)  Transaction Date (P) (Instr. 4)  Transaction (P) (Instr. 4)  Transaction Date (P) (Instr. 4)  Transaction (P) (Ins	9950 WOODLOCH FOREST DRIVE														belov	′	, Colu	,			
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Common stock, \$0.01 par value per share    Code   V   Amount   (A) or (D)   Price   Transaction(s) (Instr. 3 and 4)	1. Title of Security (Instr. 3) 2. Transac Date				ction 2A.   Exec		Deemed cution Date, ny		3. 4. Securit Disposed Code (Instr. 5)		ies Acquired (A		l (A) oı	5. Amo Securi Benefi Owned	unt of ties cially Following	Form (D) or	: Direct r Indirect str. 4)	of Indirect Beneficial Ownership			
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## **Explanation of Responses:**

1. Represents shares of time-based restricted stock granted on February 2, 2023 under The Howard Hughes Corporation 2020 Equity Incentive Plan, with one-third (1/3) of the total number of shares granted vesting on the following dates: February 2, 2024, December 31, 2024 and December 31, 2025.

/s/ Peter F. Riley, Attorney-infact for Greg Fitchitt

02/07/2023

\*\* 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.