## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington D.C. 20549

washington, D.C. 20

Washington, D.C. 20049	OMB APPR	OVAL
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0287
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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

				or Section 3	0(11) 0	i the in	resiment Co	ompany Act	01 1940					
1. Name and Address of Reporting Person*  Pershing Square Capital Management,  L.P.				2. Issuer Name and Ticker or Trading Symbol Howard Hughes Corp [ HHC ]							Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner     Officer (give title Other (specify)			
(Last) (First) (Middle) 787 ELEVENTH AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 12/28/2022						below) below)			
9TH FLO		VENUE		4. If Amend	ment, I	Date of	Original File	ed (Month/E	ay/Year	.)	6. Individual or	Joint/Group Fil	ing (Check A	oplicable
(Street) NEW Y	ORK N	Y	10019								Form	filed by One Re filed by More th on		
(City)	(St	tate)	(Zip)											
		Tabl	e I - Non-Deriv	ative Secu	rities	Acqu	ıired, Dis	sposed o	of, or E	3enef	icially Own	ed		
Di Di		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Yea	Co	ınsactio de (Inst	n Dispose	Disposed Of (D) (Instr. 3, 4 and 5)			i. Amount of Securities Beneficially Dwned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Co	de V	Amount	(A) or (D)	Price	т	Reported Transaction(s) Instr. 3 and 4)	(Instr. 4)		
Common stock, par value \$0.01 12/28/2022 per share			P(	4)	5,135	5,135 A <sup>(4)</sup> \$74.6		56(4)	15,894,116	I	See footnotes <sup>(1)(2)</sup> (3)(4)(5)			
Common stock, par value \$0.01 per share 12/29/2022		12/29/2022	P(		4)	1,019	A <sup>(4)</sup>	\$74.68(4)		15,895,135	I See footnot		otes(1)(2)	
		Ţ	able II - Deriva (e.g., p	tive Securitouts, calls, v								d		
1. Title of Derivative Security (Instr. 3)  1. Title of Conversion or Exercipative of Derivative Security		3. Transaction Date (Month/Day/Year	3A. Deemed Execution Date, ) if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Num of Derive Secur Acqui (A) or Dispo of (D) (Instr.	ative rities ired esed	Expiration D	Date Exercisable and piration Date onth/Day/Year)		le and unt of rities rlying ative rity (Insi	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)		Date Exercisable	Expiration Date	1 Title	Amou or Numb of Share	er			
		f Reporting Perso Capital Ma	n* nagement, L.I	Р.										

1. Name and Address Pershing Squa		erson* <u>Management, L.P.</u>							
(Last)	(First)	(Middle)							
787 ELEVENTH AVENUE									
9TH FLOOR									
(Street)									
NEW YORK	NY	10019							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person*  PS Management GP, LLC									
(Last)	(First)	(Middle)							
787 ELEVENTH AVENUE									
9TH FLOOR									
(Street)									
NEW YORK	NY	10019							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person*									

ACKMAN W	/ILLIAM A						
(Last)	(First)	(Middle)					
787 ELEVENTH AVENUE							
9TH FLOOR							
(Street)		40040					
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 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 and PS International, the "Pershing Square Funds").
- 3. Pershing Square, as the investment adviser to the Pershing Square Funds, 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 purchases in compliance with Rule 10b-18 and Rule 10b5-1 under the Securities Exchange Act of 1934 (the "Plan"). Purchases are conducted and allocated among the Pershing Square Funds as further detailed in the Plan set out in the Schedule 13D/A of the Reporting Persons dated December 5, 2022 as filed December 7, 2022.
- 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,
12/30/2022
Managing Member
/s/ William A. Ackman
12/30/2022

/s/ William A. Ackman 12/30/202

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.