

Howard Hughes Corp  
Form 4  
January 06, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Davidsohn Reuben Seth

(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)

01/04/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)

Chief Administrative Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>stock, par<br>value<br>\$0.01 per<br>share | 01/04/2017                              |                                                             | M                                    | 20,000                                                                  | A \$ 57.77                                                                                                         | 24,612                                                                  | D                                                                              |
| Common<br>stock, par<br>value<br>\$0.01 per<br>share | 01/04/2017                              |                                                             | F                                    | 13,050<br>(1)                                                           | D \$<br>113.91                                                                                                     | 11,562                                                                  | D                                                                              |
| Common<br>stock, par                                 | 01/04/2017                              |                                                             | S                                    | 6,950                                                                   | D \$                                                                                                               | 4,612                                                                   | D                                                                              |
|                                                      |                                         |                                                             |                                      |                                                                         | 113.84                                                                                                             |                                                                         |                                                                                |

# Edgar Filing: Howard Hughes Corp - Form 4

value (2)  
\$0.01 per  
share

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| NQ<br>Stock<br>Option<br>(right to<br>buy)          | \$ 57.77                                                           | 01/04/2017                              |                                                             | M                                    | 20,000                                                                                                       | 01/01/2017 02/28/2021                                          | Common<br>Stock 20,000                                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships                      |
|------------------------------------------------------------------------------------------------|------------------------------------|
|                                                                                                | Director 10% Owner Officer Other   |
| Davidsohn Reuben Seth<br>ONE GALLERIA TOWER<br>13355 NOEL ROAD, 22ND FLOOR<br>DALLAS, TX 75240 | Chief<br>Administrative<br>Officer |

## Signatures

Timothy F. Hubach, Attorney-in-fact for Reuben S. Davidsohn 01/06/2017

Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

## Edgar Filing: Howard Hughes Corp - Form 4

- (1) Represents the amount of shares withheld by The Howard Hughes Corporation (the "Company") to pay for the aggregate exercise price and cover Mr. Davidsohn's tax liability arising from the exercise of 20,000 options.

Represents a weighted average sale price. The shares were sold in multiple transactions at prices ranging from \$113.53 to \$114.06,

- (2) inclusive. Mr. Davidsohn undertakes to provide to the Company, any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each transaction price within the range set forth above

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.