

GENERAL GROWTH PROPERTIES INC

Form NT 10-K

March 16, 2006

SEC 1344
(03-05)

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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 20-F Form 11-K Form 10-Q
 Form 10-D Form N-SAR Form N-CSR

For Period Ended: December 31, 2005

Transition Report on Form 10-K
 Transition Report on Form 20-F Transition Report on Form 11-K Transition Report on Form 10-Q
 Transition Report on Form N-SAR For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I REGISTRANT INFORMATION

General Growth Properties, Inc.

Full Name of Registrant

Former Name if Applicable
110 North Wacker Drive

Address of Principal Executive Office (*Street and Number*)
Chicago, Illinois 60606

City, State and Zip Code

PART II RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant is unable to complete and file the Annual Report on Form 10-K for the year ended December 31, 2005 by the prescribed filing date. The Registrant and its independent auditor need additional time to review certain matters, primarily the deferred tax liabilities relating to assets acquired in the November 2004 Rouse transaction. Accordingly, the Registrant has not completed its financial statements for the year ended December 31, 2005 and its independent accounting firm has not yet completed its audit of such financial statements. Neither the Registrant nor its independent registered public accounting firm has completed their assessment and opinion, respectively, of the effectiveness of internal controls over financial reporting under Section 404 of Sarbanes-Oxley.

The Registrant's independent registered public accounting firm is completing its audit procedures on the historical tax records of Rouse, including the differences in book and tax values that were recorded prior to the November 2004 transaction, and the related deferred tax adjustments attributable to the purchase price allocation determination required by purchase accounting. Deferred tax liabilities primarily are the Registrant's estimate of the future tax liabilities that would be due if the Registrant were to sell assets in future taxable transactions. As a result, the Registrant does not believe that adjustments, if any, to the deferred tax liabilities resulting from completion of this review will result in a change in the previously reported earnings per share or funds from operations for the year ended December 31, 2005, or in previously published 2006 guidance. The Registrant expects to file its Annual Report on

PART IV OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Bernard Freibaum (312) 960-5252

(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

No Yes

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

No Yes

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

General Growth Properties, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 16, 2006

By /s/ Bernard Freibaum

Bernard Freibaum, Executive
Vice President

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

General Instructions

1. This form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.

2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.

3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.

4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.

5. *Electronic Filers.* This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit reports within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T (§ 232.201 or § 232.202 of this chapter) or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T (§ 232.13(b) of this chapter).

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