

Rouse Properties, Inc.
Form 4
March 28, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**BROOKFIELD ASSET
MANAGEMENT INC.**

(Last) (First) (Middle)

**THREE WORLD FINANCIAL
CENTER, 200 VESEY STREET,
11TH FLOOR**

(Street)

NEW YORK, NY 10281

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Rouse Properties, Inc. [RSE]

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$0.01 per share	03/26/2012		O	1,143,094	A \$ 15 5,466,710	I	See footnotes (1) (14)
Common Stock, Par Value \$0.01 per share	03/26/2012		O	3,174,980	A \$ 15 8,641,690	I	See footnotes (2) (14)
	03/26/2012		J ⁽³⁾	6,354,012	A \$ 15 14,995,702	I	

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Common Stock, Par Value \$0.01 per share								See footnotes (3) (14)
Common Stock, Par Value \$0.01 per share	03/26/2012	O	1,809,064	A	\$ 15	1,809,064	I	See footnotes (4) (15)
Common Stock, Par Value \$0.01 per share	03/26/2012	O	756,470	A	\$ 15	2,565,534	I	See footnotes (5) (15)
Common Stock, Par Value \$0.01 per share						2,946,661	I	See footnotes (6)
Common Stock, Par Value \$0.01 per share						2,012,058	I	See footnote (7)
Common Stock, Par Value \$0.01 per share						2,307,948	I	See footnote (8)
Common Stock, Par Value \$0.01 per share						265,725	I	See footnote (9)
Common Stock, Par Value \$0.01 per share						530,635	I	See footnote (10)
Common Stock, Par Value \$0.01 per share						177,774	I	See footnote (11)
						178,393	I	

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Common Stock, Par Value \$0.01 per share						See footnote (12)
Common Stock, Par Value \$0.01 per share	600,173	I				See footnote (13)

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 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)		7. Title and Amount Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Underlying Shares
Rights to Acquire Shares pursuant to Rights Offering	\$ 5.6264	03/26/2012		O	3,047,486	02/13/2012	03/16/2012	Common Stock	1,140,000
Obligation to Acquire Shares pursuant to Rights Offering	\$ 15	03/26/2012		O	1	03/16/2012	03/16/2012	Common Stock	3,125,000
Obligation to Acquire Shares pursuant to Standby Agreement	\$ 15	03/16/2012		J ⁽³⁾	1	03/16/2012	03/16/2012	Common Stock	6,325,000
Rights to Acquire	\$ 5.6264	03/26/2012		O	4,822,963	02/13/2012	03/16/2012	Common Stock	1,840,000

Shares
pursuant to
Rights
Offering

Obligation
to Acquire

Shares pursuant to Rights Offering	\$ 15	03/26/2012	O	1	03/16/2012	03/16/2012	Common Stock	75
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKFIELD ASSET MANAGEMENT INC. THREE WORLD FINANCIAL CENTER 200 VESEY STREET, 11TH FLOOR NEW YORK, NY 10281		X		
Partners Ltd 181 BAY STREET BROOKFIELD PLACE, SUITE 300 TORONTO, A6 M5J2T3		X		
Brookfield Holdings Canada 181 BAY STREET BROOKFIELD PLACE, SUITE 300 TORONTO, A6 M5J2T3		X		
Brookfield US Holdings Inc. THREE WORLD FINANCIAL CENTER 200 VESEY STREET, 11TH FLOOR NEW YORK, NY 10281		X		
Brookfield US Corp THREE WORLD FINANCIAL CENTER 200 VESEY STREET, 11TH FLOOR NEW YORK, NY 10281		X		
Brookfield Retail Split II LLC THREE WORLD FINANCIAL CENTER 200 VESEY STREET, 11TH FLOOR NEW YORK, NY 10281		X		
Brookfield Retail Holdings VI LLC THREE WORLD FINANCIAL CENTER 200 VESEY STREET, 11TH FLOOR NEW YORK, NY 10281		X		

Signatures

/s/ Joseph Freedman, Senior Managing Partner of Brookfield Asset Management Inc.

03/28/2012

__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).
- (1) See Exhibit 99.1; Note 1.
- (2) See Exhibit 99.1; Note 2.
- (3) See Exhibit 99.1; Note 3.
- (4) See Exhibit 99.1; Note 4.
- (5) See Exhibit 99.1; Note 5.
- (6) See Exhibit 99.1; Note 6.
- (7) See Exhibit 99.1; Note 7.
- (8) See Exhibit 99.1; Note 8.
- (9) See Exhibit 99.1; Note 9.
- (10) See Exhibit 99.1; Note 10.
- (11) See Exhibit 99.1; Note 11.
- (12) See Exhibit 99.1; Note 12.
- (13) See Exhibit 99.1; Note 13.
- (14) See Exhibit 99.1; Note 14.
- (15) See Exhibit 99.1; Note 15.

Remarks:

Exhibit List:

- (1) Exhibit 99.1 - Explanation of Responses
- (2) Exhibit 99.2 - Joint Filer Information
- (3) Exhibit 99.3 - Joint Filers' Signatures

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

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