

Rouse Properties, Inc.  
Form 4/A  
March 15, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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).

**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

(Print or Type Responses)

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

(Last) (First) (Middle)

181 BAY STREET, P.O. BOX 762

(Street)

TORONTO, A6 M5J2T3

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/08/2012

4. If Amendment, Date Original Filed (Month/Day/Year)  
03/12/2012

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, Par Value \$0.01 per share | 03/08/2012                           |  | J <sup>(1)</sup>               |   | 2,946,661   | D <sup>(1)</sup>   | \$ 14.73<br>0<br><sup>(2)</sup>                       |
| Common Stock, Par Value \$0.01 per share | 03/08/2012                           |  | J <sup>(1)</sup>               |   | 2,946,661   | A <sup>(1)</sup>   | \$ 14.73<br>2,946,661<br><sup>(2)</sup>               |
| Common Stock, Par Value                  | 03/08/2012                           |  | J <sup>(3)</sup>               |   | 2,012,058   | D <sup>(3)</sup>   | \$ 14.73<br>0   |

See footnotes (1) (2) (13) (14)

See footnotes (1) (2) (13) (14)

See footnotes

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|                         |            |             |                   |             |            |                   |   |  |
|-------------------------|------------|-------------|-------------------|-------------|------------|-------------------|---|--|
| Value                   |            |             |                   | <u>(2)</u>  |            |                   |   | <u>(3)</u> <u>(12)</u> <u>(13)</u>               |
| \$0.01 per share        |            |             |                   |             |            |                   |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J(3)</u> | 2,012,058         | <u>A(3)</u> | \$ 14.73   | 2,012,058         | I | See footnotes <u>(3)</u> <u>(12)</u> <u>(13)</u> |
| \$0.01 per share        |            |             |                   |             | <u>(2)</u> |                   |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J(4)</u> | 2,307,948         | <u>D(4)</u> | \$ 14.73   | 0                 | I | See footnotes <u>(4)</u> <u>(12)</u> <u>(13)</u> |
| \$0.01 per share        |            |             |                   |             | <u>(2)</u> |                   |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J(4)</u> | 2,307,948         | <u>A(4)</u> | \$ 14.73   | 2,307,948         | I | See footnotes <u>(4)</u> <u>(12)</u> <u>(13)</u> |
| \$0.01 per share        |            |             |                   |             | <u>(2)</u> |                   |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J(5)</u> | 265,725           | <u>D(5)</u> | \$ 14.73   | 0                 | I | See footnotes <u>(5)</u> <u>(12)</u> <u>(13)</u> |
| \$0.01 per share        |            |             |                   |             | <u>(2)</u> |                   |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J(5)</u> | 265,725           | <u>A(5)</u> | \$ 14.73   | 265,725           | I | See footnotes <u>(5)</u> <u>(12)</u> <u>(13)</u> |
| \$0.01 per share        |            |             |                   |             | <u>(2)</u> |                   |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J(6)</u> | <u>530,635(7)</u> | <u>D(6)</u> | \$ 14.73   | 0                 | I | See footnotes <u>(7)</u> <u>(12)</u> <u>(13)</u> |
| \$0.01 per share        |            |             |                   |             | <u>(2)</u> |                   |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J(6)</u> | <u>530,635(7)</u> | <u>A(6)</u> | \$ 14.73   | <u>530,635(7)</u> | I | See footnotes <u>(7)</u> <u>(12)</u> <u>(13)</u> |
| \$0.01 per share        |            |             |                   |             | <u>(2)</u> |                   |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J(8)</u> | 177,774           | <u>D(8)</u> | \$ 14.73   | 0                 | I | See footnotes <u>(8)</u> <u>(12)</u> <u>(13)</u> |
| \$0.01 per share        |            |             |                   |             | <u>(2)</u> |                   |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J(8)</u> | 177,774           | <u>A(8)</u> | \$ 14.73   | 177,774           | I | See footnotes <u>(8)</u> <u>(12)</u> <u>(13)</u> |
| \$0.01 per share        |            |             |                   |             | <u>(2)</u> |                   |   |  |

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|                         |            |                         |         |                         |                    |           |  |   |  |
|-------------------------|------------|-------------------------|---------|-------------------------|--------------------|-----------|--|---|--|
| \$0.01 per share        |            |                         |         |                         |                    |           |  |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J<sup>(9)</sup></u>  | 178,393 | <u>D<sup>(9)</sup></u>  | \$<br>14.73<br>(2) | 0         |  | I | See footnotes <u>(9)</u> <u>(12)</u> <u>(13)</u> |
| \$0.01 per share        |            |                         |         |                         |                    |           |  |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J<sup>(9)</sup></u>  | 178,393 | <u>A<sup>(9)</sup></u>  | \$<br>14.73<br>(2) | 178,393   |  | I | See footnotes <u>(9)</u> <u>(12)</u> <u>(13)</u> |
| \$0.01 per share        |            |                         |         |                         |                    |           |  |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J<sup>(10)</sup></u> | 600,173 | <u>D<sup>(10)</sup></u> | \$<br>14.73<br>(2) | 0         |  | I | See footnotes <u>(10)</u> <u>(12)</u>            |
| \$0.01 per share        |            |                         |         |                         |                    |           |  |   |  |
| Common Stock, Par Value | 03/08/2012 | <u>J<sup>(10)</sup></u> | 600,173 | <u>A<sup>(10)</sup></u> | \$<br>14.73<br>(2) | 600,173   |  | I | See footnotes <u>(10)</u> <u>(12)</u>            |
| \$0.01 per share        |            |                         |         |                         |                    |           |  |   |  |
| Common Stock, Par Value |            |                         |         |                         |                    | 4,323,616 |  | I | See footnotes <u>(11)</u>                        |
| \$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 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 of Underlying Securities (Instr. 3 and 4) |              |         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount  |
| Rights to Acquire                          | \$ 5.6264  | 03/08/2012                           |  | <u>J<sup>(15)</sup></u>        | 1,276,129   | 02/13/2012   | 03/16/2012  | Common Stock | 478,000 |

Shares  
pursuant  
to Rights  
Offering

Rights to  
Acquire  
Shares  
pursuant  
to Rights  
Offering

|           |            |  |                         |           |            |            |                 |       |
|-----------|------------|--|-------------------------|-----------|------------|------------|-----------------|-------|
| \$ 5.6264 | 03/08/2012 |  | <u>J<sup>(16)</sup></u> | 2,946,661 | 02/13/2012 | 03/16/2012 | Common<br>Stock | 1,105 |
|-----------|------------|--|-------------------------|-----------|------------|------------|-----------------|-------|

Rights to  
Acquire  
Shares  
pursuant  
to Rights  
Offering

|           |            |  |                         |           |            |            |                 |       |
|-----------|------------|--|-------------------------|-----------|------------|------------|-----------------|-------|
| \$ 5.6264 | 03/08/2012 |  | <u>J<sup>(19)</sup></u> | 2,946,661 | 02/13/2012 | 03/16/2012 | Common<br>Stock | 1,105 |
|-----------|------------|--|-------------------------|-----------|------------|------------|-----------------|-------|

Rights to  
Acquire  
Shares  
pursuant  
to Rights  
Offering

|           |            |  |                         |           |            |            |                 |      |
|-----------|------------|--|-------------------------|-----------|------------|------------|-----------------|------|
| \$ 5.6264 | 03/08/2012 |  | <u>J<sup>(20)</sup></u> | 1,276,129 | 02/13/2012 | 03/16/2012 | Common<br>Stock | 478, |
|-----------|------------|--|-------------------------|-----------|------------|------------|-----------------|------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BROOKFIELD ASSET MANAGEMENT INC.<br>181 BAY STREET<br>P.O. BOX 762<br>TORONTO, A6 M5J2T3   |               | X         |         |       |
| Partners Ltd<br>181 BAY STREET<br>P.O. BOX 762<br>TORONTO, A6 M5J2T3   |               | X         |         |       |
| Brookfield Holdings Canada<br>181 BAY STREET<br>P.O. BOX 762<br>TORONTO, A6 M5J2T3   |               | X         |         |       |
| Brookfield Asset Management Private Institutional Capital Adviser (Canada)<br>LP<br>THREE WORLD FINANCIAL CENTER<br>200 VESEY STREET<br>NEW YORK, NY 10281 |               | X         |         |       |
|  |               | X         |         |       |

Brookfield Private Funds Holdings Inc.  
THREE WORLD FINANCIAL CENTER  
200 VESEY STREET  
NEW YORK, NY 10281

Brookfield Retail Split LP  
THREE WORLD FINANCIAL CENTER  
200 VESEY STREET  
NEW YORK, NY 10281

Brookfield Retail Split II LLC  
THREE WORLD FINANCIAL CENTER  
200 VESEY STREET  
NEW YORK, NY 10281

Brookfield US Holdings Inc.  
THREE WORLD FINANCIAL CENTER  
200 VESEY STREET  
NEW YORK, NY 10281

Brookfield US Corp  
THREE WORLD FINANCIAL CENTER  
200 VESEY STREET  
NEW YORK, NY 10281

Brookfield REP GP Inc.  
THREE WORLD FINANCIAL CENTER  
200 VESEY STREET  
NEW YORK, NY 10281

X

X

X

X

X

## Signatures

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

03/15/2012

\_\_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.

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- (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.
- (16) See Exhibit 99.1; Note 16.
- (17) See Exhibit 99.1; Note 17.
- (18) See Exhibit 99.1; Note 18.
- (19) See Exhibit 99.1; Note 19.
- (20) See Exhibit 99.1; Note 20.

**Remarks:**

Exhibit List: (1) Exhibit 99.1 - Explanation of Responses; (2) Exhibit 99.2 - Joint Filer Information; (3) Exhibit 99.3 - Joint Filer Information

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.