

Howard Hughes Corp
Form 4
February 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
Brascan Asset Management Holdings Ltd

(Last) (First) (Middle)
181 BAY STREET, P.O. BOX 762
(Street)

TORONTO, A6 M5J 2T3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Howard Hughes Corp [HHC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2010

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)
Director by deputization ***

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 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 Ownership (Instr. 4)			
			Code	V	Amount					
Common Stock, Par Value \$0.01 per share	11/09/2010		A		789,145	A	\$ 47.619	789,145	I	footnotes (1) (8)
Common Stock, Par Value \$0.01 per share	11/09/2010		A		541,513	A	\$ 47.619	541,513	I	footnotes (2) (8)
Common Stock, Par Value \$0.01 per share	11/09/2010		A		621,147	A	\$ 47.619	621,147	I	footnotes (3) (8)

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Value \$0.01 per share								
Common Stock, Par Value	11/09/2010	A	71,816	A	\$ 47.619	71,816	I	footnotes <u>(4)</u> <u>(8)</u>
\$0.01 per share								
Common Stock, Par Value	11/09/2010	A	143,342	A	\$ 47.619	143,342	I	footnotes <u>(5)</u> <u>(8)</u>
\$0.01 per share								
Common Stock, Par Value	11/09/2010	A	48,032	A	\$ 47.619	48,032	I	footnotes <u>(6)</u> <u>(8)</u>
\$0.01 per share								
Common Stock, Par Value	11/09/2010	A	48,032	A	\$ 47.619	48,032	I	footnotes <u>(7)</u> <u>(8)</u>
\$0.01 per share								

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

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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 Securities (Instr. 3 and 4)	Amount Number Shares
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Warrants to acquire Common Stock <u>(9)</u>	\$ 50	11/09/2010		A	1,247,643	11/09/2010	11/09/2017	Common Stock	1,247,643
Warrants to acquire	\$ 50	11/09/2010		A	856,134	11/09/2010	11/09/2017	Common Stock	856,134

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- (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.

Remarks:

*** David Arthur, a Managing Partner of Brookfield Asset Management Inc., a corporation formed under the laws of the Province of Ontario ("BAM"), serves on the board of directors of the Issuer as a representative of each of BAM, Trilon Bancorp Inc., a corporation formed under the laws of the Province of Ontario, Brookfield Private Funds Holdings Inc., a corporation formed under the laws of the Province of Ontario, Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP, a limited partnership formed under the laws of the Province of Manitoba, Brascan Asset Management Holdings Limited, a Canadian entity formed under the Canada Business Corporations Act and a wholly-owned subsidiary of BAM (the "Reporting Person"), Brookfield US Holdings Inc., a corporation formed under the laws of the Province of Ontario, Brookfield US Corporation, a Delaware corporation, Brookfield REP GP Inc., a Delaware corporation, Brookfield Retail Split LP, a Delaware limited partnership and Brookfield Retail Holdings LLC (formerly REP Investments LLC), a Delaware limited liability company. The Reporting Person is a "director by designation" solely for purposes of Section 16 of the Securities Exchange Act of 1934.

Exhibit List:

Exhibit 99.1 - Explanation of Responses

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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