# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 7)

The Howard Hughes Corporation (Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE (Title of Class of Securities)

44267D107 (CUSIP Number)

Joseph S. Freedman
Brookfield Asset Management, Inc.
Brookfield Place, Suite 300
181 Bay Street, P.O. Box 762
Toronto, Ontario M5J 2T3
Telephone: (416) 956-5182
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy to:

Gregory B. Astrachan, Esq. Michael A. Schwartz, Esq. Willkie Farr & Gallagher LLP 787 Seventh Avenue New York, NY 10019-6099 (212) 728-8000

#### February 25, 2013 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. £

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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	NAMES OF REPORTING PERSONS						
1	Brookfield Retail Holdings HHC LLC						
_	Brookneid	Retail Ho	Idings HHC LLC				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2							
_	(a) o						
	(b) þ SEC USE	ONLV					
3	SEC USE	UNLI					
<b>.</b>							
_	SOURCE	OF FUNI	DS .				
4	WC						
		ROX IE D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
5	CILCRI	OA II D	decident of Electric Recellents is respectively to the second of 2(c)				
	0						
	CITIZEN	SHIP OR	PLACE OF ORGANIZATION				
6	Delaware						
	Delaware						
	ı		SOLE VOTING POWER				
		7					
	BER OF						
_	ARES FICIALLY	8	SHARED VOTING POWER				
	NED BY	0	2,296,385*				
	ACH		SOLE DISPOSITIVE POWER				
	ORTING	9					
	RSON /ITH		0 SHARED DISPOSITIVE POWER				
l vv	1111	10	SHARED DISPOSITIVE POWER				
		10	2,296,385*				
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON						
11							
	2,296,385*						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
14	0						
	PERCEN	Γ OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)				
13							
	5.81%*	DEDOD	TING PERSON				
14	1 YPE OF	KEPURI	ING PERSUN				
14	00						

<sup>\*</sup> By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 2,296,385 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 5.81% of the shares of Common Stock. See Item 5.

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	1						
1	NAMES OF REPORTING PERSONS						
1	Brookfield Retail Holdings II LLC						
	СНЕСК Т	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o						
	(b) þ SEC USE	ONI V					
3	SEC USE	ONLI					
4	SOURCE	OF FUNI	DS Control of the con				
4	WC						
5	CHECK E	BOX IF D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
	0						
6	CITIZEN	SHIP OR	PLACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
NIIMI	BER OF	/					
	ARES		SHARED VOTING POWER				
	ICIALLY	8	2 200 205*				
	NED BY ACH		2,296,385* SOLE DISPOSITIVE POWER				
	RTING	9	SOLE DISTOSTIVE TOWER				
	RSON	_	0				
w	TTH	10	SHARED DISPOSITIVE POWER				
		_	2,296,385*				
11	AGGREG	ATE AM	OUNT BENEFICIALLY OWNED BY EACH PERSON				
11	2,296,385*						
40	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
12	<b>12</b>   <sub>0</sub>						
40	PERCENT	Γ OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)				
13	5.81%*						
	TYPE OF	REPORT	TING PERSON				
14	00						

<sup>\*</sup> By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 2,296,385 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 5.81% of the shares of Common Stock. See Item 5.

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4	NAMES C	OF REPO	RTING PERSONS				
1	Brookfield Retail Holdings III LLC						
	CHECK T	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
2	(a) o						
	(b) þ SEC USE	ONLV					
3	SEC USE	ONLI					
	SOURCE	OF FUNI	OS .				
4	WC						
5	CHECK E	BOX IF D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
<u> </u>	0						
6	CITIZEN	SHIP OR	PLACE OF ORGANIZATION				
	Delaware	T					
		7	SOLE VOTING POWER				
	BER OF	,					
	ARES FICIALLY	8	SHARED VOTING POWER				
	NED BY ACH		2,296,385* SOLE DISPOSITIVE POWER				
REPO	ORTING	9	SOLE DISPOSITIVE FOWER				
	RSON /ITH		0 SHARED DISPOSITIVE POWER				
		10					
	AGGREG	ATE AM	2,296,385* OUNT BENEFICIALLY OWNED BY EACH PERSON				
11							
	2,296,385*  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
12	0						
40		Γ OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)				
13	5.81%*						
1.4	TYPE OF	REPORT	FING PERSON				
14	<b>4</b>   00						

<sup>\*</sup> By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 2,296,385 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 5.81% of the shares of Common Stock. See Item 5.

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	NAMES OF REPORTING PERSONS							
1	Brookfield Retail Holdings IV-A LLC							
_	Divorticia retain fromings 1 v-11 DDC							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2								
	(a) o							
	(b) þ SEC USE	ONLY						
3	SEC USE	UNLY						
3								
_	SOURCE	OF FUN	DS Control of the con					
4								
	WC	OV IE D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					
5	CHECK	DUA IF D	isclosure of Legal Proceeding is required Pursuant 10 Hems 2(a) of 2(e)					
	0							
	CITIZEN	SHIP OR	PLACE OF ORGANIZATION					
6	D 1							
	Delaware	1	SOLE VOTING POWER					
		7	SOLE VOTING POWER					
NIIM	BER OF							
	IARES		SHARED VOTING POWER					
BENEF	FICIALLY	8						
	NED BY		68,021*					
	ACH ORTING	9	SOLE DISPOSITIVE POWER					
	RSON	9						
	VITH		SHARED DISPOSITIVE POWER					
		10						
	1		68,021*					
11	AGGREG	FATE AM	OUNT BENEFICIALLY OWNED BY EACH PERSON					
11	68,021*							
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES							
12								
	þ	T.O.F. CT	ACC DEPOSITIVE DV ANGUNE IV DOLV (44)					
13	PERCEN	r of CL	ASS REPRESENTED BY AMOUNT IN ROW (11)					
13	0.17%*							
		REPOR	TING PERSON					
14								
	00							

<sup>\*</sup> The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 2,296,385 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 5.81% of the shares of Common Stock. See Item 5.

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	NAMES C	OF REPO	RTING PERSONS				
1	Brookfield Retail Holdings IV-B LLC						
	CHECK T	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
2	(a) o (b) þ						
3	SEC USE	ONLY					
4	SOURCE	OF FUNI	DS .				
5		BOX IF D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6	O CITIZEN	SHIP OR	PLACE OF ORGANIZATION				
	Delaware		SOLE VOTING POWER				
		7	0				
	BER OF ARES		SHARED VOTING POWER				
BENEF	FICIALLY NED BY	8	135,762*				
REPO	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER  0				
	/ITH	10	SHARED DISPOSITIVE POWER				
	AGGREG	ATE AM	135,762* OUNT BENEFICIALLY OWNED BY EACH PERSON				
11	135,762*						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  b						
13	PERCENT 0.34%*	Γ OF CL <i>l</i>	ASS REPRESENTED BY AMOUNT IN ROW (11)				
14	TYPE OF REPORTING PERSON  OO						

<sup>\*</sup> The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 2,296,385 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 5.81% of the shares of Common Stock. See Item 5.

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	NAMES OF REPORTING PERSONS						
1	Brookfield	Retail Hol	ldings IV-C LLC				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2							
_	(a) o						
	(b) þ						
_	SEC USE	ONLY					
3							
	SOURCE	OE ELIND					
4	SOURCE	OF FUNL					
4	WC						
		ROX IF DI	SCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
5	CHECKE	)O21 II D1	bolostike of Elight Proceeding to Regeneral Porton (1) of Eligh 2(a) of E(c)				
3	0						
	-	SHIP OR	PLACE OF ORGANIZATION				
6							
U	Delaware	Delaware					
	•		SOLE VOTING POWER				
		7					
NUMI	BER OF	•	0				
SHA	ARES		SHARED VOTING POWER				
BENEF	ICIALLY	Y 8					
OWN	ED BY		45,486*				
EA	СH		SOLE DISPOSITIVE POWER				
REPO	RTING	9					
PEF	RSON		0				
W	ITH		SHARED DISPOSITIVE POWER				
		10					
			45,486*				
	AGGREG	ATE AMO	OUNT BENEFICIALLY OWNED BY EACH PERSON				
11							
	45,486*						
	CHECK B	OX IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
<b>12</b>							
	þ						
4.5	PERCENT	Γ OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)				
<b>13</b>							
	0.12%*						
4.	TYPE OF	REPORT	TING PERSON				
14							
	00						

<sup>\*</sup> The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 2,296,385 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 5.81% of the shares of Common Stock. See Item 5.

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1			TING PERSONS					
1	Brookfield	Brookfield Retail Holdings IV-D LLC						
	CHECK T	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP					
2	(a) o							
	(b) þ SEC USE	ONLY						
3	520 052	01121						
4	SOURCE	OF FUN	DS Control of the con					
4	WC							
5	CHECK I	BOX IF D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					
J	0							
6	CITIZEN	SHIP OR	PLACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
	BER OF	,	0					
	ARES FICIALLY	8	SHARED VOTING POWER					
OWN	NED BY		45,486*					
	ACH ORTING	9	SOLE DISPOSITIVE POWER					
	RSON VITH		0 SHARED DISPOSITIVE POWER					
, vv	VIII	10	SHARED DISPOSITIVE POWER					
	ACCREC		45,486* OUNT BENEFICIALLY OWNED BY EACH PERSON					
11	AGGREG	AIE AM	OUNT BENEFICIALLY OWNED BY EACH PERSON					
	45,486*	OVIET	HE ACCRECATE AMOUNT IN DOM (41) EVELVINES CERTAIN SHARES					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES							
	percen	L UE CI /	ASS REPRESENTED BY AMOUNT IN ROW (11)					
13		I OF CL	100 KLI KLOLITED DI MITOTI II KOM (II)					
	0.12%* TYPE OF	REPORT	TING PERSON					
14								
l	00							

<sup>\*</sup> The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 2,296,385 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 5.81% of the shares of Common Stock. See Item 5.

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1	NAME OF REPORTING PERSONS							
1	Brookfield Retail Holdings V LP							
2	CHECK	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP					
	(a) o (b) þ							
3	SEC USE	ONLY						
4	SOURCE WC	OF FUNI	DS .					
5		BOX IF D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					
6	CITIZEN	SHIP OR	PLACE OF ORGANIZATION					
	Delaware	1						
NUM	BER OF	7	SOLE VOTING POWER 0					
SH	ARES FICIALLY	8	SHARED VOTING POWER					
OWN	NED BY	0	153,067*					
REPO	ACH ORTING	9	SOLE DISPOSITIVE POWER					
	RSON /ITH		0 SHARED DISPOSITIVE POWER					
		10	153,067*					
	AGGREG	ATE AM	OUNT BENEFICIALLY OWNED BY EACH PERSON					
11	153,067*							
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  b							
		T OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)					
13	0.39%*							
1.4	TYPE OF	REPORT	TING PERSON					
14	PN							

<sup>\*</sup> The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 2,296,385 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 5.81% of the shares of Common Stock. See Item 5.

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	NAME O	F REPOR	TING PERSONS			
1						
_	Brookfield Asset Management Inc.					
	CHECK 7	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP			
2						
	(a) o					
	(b) þ	ONLY				
3	SEC USE	UNLY				
3						
	SOURCE	OF FUNI	OS .			
4						
	AF	OV IE D	ICCI OCUDE OF LECAL PROCEEDING IC DECUUDED DUDGUANTETO ITEMIC 2/4\ 2/->			
5	CHECK	OX IF D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
3	0					
	CITIZEN	SHIP OR	PLACE OF ORGANIZATION			
6						
	Canada		SOLE VOTING POWER			
		7	SOLE VOTING POWER			
NUM	BER OF	/	0			
	ARES		SHARED VOTING POWER			
	FICIALLY	8				
	NED BY		2,296,385*			
	ACH DRTING	9	SOLE DISPOSITIVE POWER			
	RSON	9	0			
	/ITH		SHARED DISPOSITIVE POWER			
		10				
	ACCREC	ACC 434	2,296,385*			
11	AGGREG	ATE AM	OUNT BENEFICIALLY OWNED BY EACH PERSON			
11	2,296,385*	•				
	CHECK I	BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12						
	0 DEDCEN	r of ct /	ASS REPRESENTED BY AMOUNT IN ROW (11)			
13	PERCEN	I OF CLF	155 REFRESENTED DI AMOUNT IN ROW (II)			
10	5.81%*					
	TYPE OF	REPORT	TING PERSON			
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<sup>\*</sup> See Item 5.

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	NAME OF REPORTING PERSONS					
1	Partners Li	Partners Limited				
	CHECK T	THE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP			
2	(a) o (b) þ					
	SEC USE	ONLY				
3						
4	SOURCE	OF FUNI	os —			
4	AF					
5	CHECK B	OX IF D	SCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
	0	CHIP OP	DV A CEL OF OD CANVIZATION			
6	CITIZENS	SHIP OR	PLACE OF ORGANIZATION			
	Canada		COLE VOTING POWER			
		7	SOLE VOTING POWER			
	BER OF		0			
	ARES ICIALLY	8	SHARED VOTING POWER			
OWN	ED BY	0	2,296,385*			
	ACH ORTING	9	SOLE DISPOSITIVE POWER			
PEI	RSON	•	0			
W	ITH	10	SHARED DISPOSITIVE POWER			
			2,296,385*			
11	AGGREG	ATE AM	OUNT BENEFICIALLY OWNED BY EACH PERSON			
11	2,296,385*					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12	o					
13	PERCENT	Γ OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
13	5.81%*					
1.4	TYPE OF	REPORT	TNG PERSON			
14	00					

<sup>\*</sup> See Item 5.

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	1				
	NAME OF REPORTING PERSONS				
1					
-	Brookfield Holdings Canada Inc.				
	CHECK	THE ADD	ROPRIATE BOX IF A MEMBER OF A GROUP		
	CHECK	I TE AFF	ROPRIALE BOX IF A MEMBER OF A GROUP		
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	(b) þ				
	SEC USE	ONLY			
3					
_	SOURCE	OF FUNI	OS		
4					
	AF	OV IE D	ACCUPATION OF LEGAL PROCEEDING IS DECLIDED BURGLIANTETO (TELEGAL)		
5	CHECK	SOX IF D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
3	0				
		SHIP OR	PLACE OF ORGANIZATION		
6					
	Canada				
			SOLE VOTING POWER		
		7			
NUM	BER OF		0		
_	ARES		SHARED VOTING POWER		
	ICIALLY	8	2 226 2254		
	ED BY		2,296,385*  SOLE DISPOSITIVE POWER		
	ACH DRTING	9	SOLE DISPOSITIVE POWER		
	RSON	9	0		
	TTH		SHARED DISPOSITIVE POWER		
		10	SIR KLED DIST GOTTIVE TO WER		
		10	2,296,385*		
	AGGREG	ATE AM	OUNT BENEFICIALLY OWNED BY EACH PERSON		
11					
	2,296,385*				
4.0	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
12					
	0 DED CENT	E OE OT	ACC DERDECEDED BY ANOVINE BY DOM (44)		
10	PERCEN	I OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
13	5.81%*				
		REPOPT	TING PERSON		
14	IIIEOF	ALI OK	ING LEROOM		
17	CO CO				

<sup>\*</sup> See Item 5.

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		IP.	NO.	442	n/I	.,,	"	1

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	NAME O	F REPOR	TING PERSONS			
1		Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP				
2	(a) o (b) þ	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP			
3	SEC USE	ONLY				
4	SOURCE AF	OF FUNI	DS .			
5		BOX IF D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Canada					
_	BER OF	7	SOLE VOTING POWER 0			
BENEF	ARES FICIALLY NED BY	8	SHARED VOTING POWER  2,296,385*			
REPO	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 0			
W	/ITH	10	SHARED DISPOSITIVE POWER  2,296,385*			
11	2,296,385*	٠.	OUNT BENEFICIALLY OWNED BY EACH PERSON			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  o					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF PN	REPORT	TING PERSON			

<sup>\*</sup> See Item 5.

	NAME O	F REPOR	TING PERSONS			
1	Brookfield Private Funds Holdings Inc.					
	CHECK	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP			
2	(a) o					
	(b) þ SEC USE	ONLV				
3	SEC CSE	ONLI				
	SOURCE	OF FIINI	ns			
4	SOURCE	OF FOIL				
	AF CHECK I	OV IE D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
5	CILCRI	OA IF D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED FORSOANT TO TLEMS 2(u) of 2(e)			
_	0	CITID OD	PLACE OF ORGANIZATION			
6	CITIZEN	эпір Ок	PLACE OF ORGANIZATION			
	Canada	ı	COLE VOTENCE DOLUTE			
		7	SOLE VOTING POWER			
	BER OF	,	0			
	ARES FICIALLY	8	SHARED VOTING POWER			
OWN	NED BY	· ·	2,296,385*			
	ACH DRTING	9	SOLE DISPOSITIVE POWER			
PE	RSON	J	0			
W	/ITH	10	SHARED DISPOSITIVE POWER			
			2,296,385*			
11	AGGREG	ATE AM	OUNT BENEFICIALLY OWNED BY EACH PERSON			
11	2,296,385*					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
14	0					
13	PERCEN	Γ OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
13	5.81%*					
1.4	TYPE OF	REPORT	TING PERSON			
14	СО					

<sup>\*</sup> See Item 5.

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	NAME OF REPORTING PERSONS				
1	Brookfield US Holdings Inc.				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o (b) þ				
3	SEC USE	ONLY			
4	SOURCE OF FUNDS AF				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6	CITIZEN  Canada	SHIP OR	PLACE OF ORGANIZATION		
NUM	BER OF	7	SOLE VOTING POWER 0		
SH BENEI	SHARES BENEFICIALLY OWNED BY		SHARED VOTING POWER  2,296,385*		
REPO	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 0		
W	VITH	10	SHARED DISPOSITIVE POWER  2,296,385*		
11	AGGREG	ATE AM	OUNT BENEFICIALLY OWNED BY EACH PERSON		
	2,296,385*				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  o				
13	<b>PERCEN</b> 5.81%*	Γ OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)		
14	TYPE OF REPORTING PERSON  CO				

<sup>\*</sup> By virtue of certain voting rights of Brookfield Retail Holdings HHC LLC, the Reporting Person may be deemed to share beneficial ownership of 2,296,385 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 5.81% of the shares of Common Stock. See Item 5.

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_	NAME OF REPORTING PERSONS				
1	Brookfield US Corporation				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o				
	(b) þ				
3	SEC USE ONLY				
	SOURCE OF FUNDS				
4	AF				
		OX IF D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
5	0				
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware	r			
		7	SOLE VOTING POWER		
	BER OF		0 SHARED VOTING POWER		
	ARES ICIALLY	8			
	NED BY ACH		2,296,385*  SOLE DISPOSITIVE POWER		
REPORTING		9			
	RSON TTH		0 SHARED DISPOSITIVE POWER		
		10	2,296,385*		
44	AGGREG	ATE AM	OUNT BENEFICIALLY OWNED BY EACH PERSON		
11	2,296,385*				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
14	0				
13	PERCENT	Γ OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	5.81%* TYPE OF REPORTING PERSON				
14	1 YPE OF	KEPUK	ING PERSUN		
	CO				

CO
\* By virtue of certain voting rights of Brookfield Retail Holdings HHC LLC, the Reporting Person may be deemed to share beneficial ownership of 2,296,385 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 5.81% of the shares of Common Stock. See Item 5.

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this "<u>Amendment No. 7</u>") amends the Schedule13D filed on November 19, 2010 ("<u>Original Schedule 13D</u>") and amended on February 3, 2012 ("<u>Amendment No. 1</u>"), on June 14, 2012 ("<u>Amendment No. 2</u>"), on November 14, 2012 ("<u>Amendment No. 3</u>"), on December 21, 2012 ("<u>Amendment No. 4</u>"), on January 23, 2013 ("<u>Amendment No. 5</u>") and on February 13, 2013 ("<u>Amendment No. 5</u>" and, together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5 and this Amendment No. 7, the "<u>Schedule 13D</u>"). This Amendment No. 7 relates to the common stock, par value \$0.01 per share (the "<u>Common Stock</u>"), of The Howard Hughes Corporation, a Delaware corporation (the "Company").

#### Item 5. Interest in Securities of the Issuer

Items 5(a) - (c) of the Schedule 13D are hereby amended in their entirety as follows:

(a)-(b) As of the close of business on February 25, 2013, the Investment Vehicles directly held and beneficially owned the shares of Common Stock indicated on the following table. Each of the Investment Vehicles shares voting and investment power as indicated in the paragraphs below the table. All calculations of percentages of beneficial ownership in this Item 5 and elsewhere in this Schedule 13D are based on 39,498,912 shares of Common Stock outstanding, which includes the 37,973,640 shares of Common Stock reported as outstanding as of November 5, 2012 by the Company in its Form 10-Q filed with the Securities and Exchange Commission on November 9, 2012 plus the 1,525,272 shares of Common Stock issued to the Investment Vehicles pursuant to the terms of the Warrant Purchase Agreement as set forth in Item 4 in Amendment No. 3.

<u>Investment Vehicle</u>	Common Stock	Beneficial Ownership
BRH HHC	747,393	1.89%
BRH II	512,876	1.30%
BRH III	588,294	1.49%
BRH IV-A	68,021	0.17%
BRH IV-B (1)	135,762	0.34%
BRH IV-C (1)	45,486	0.12%
BRH IV-D	45,486	0.12%
BRH V	153,067	0.39%
<u>Total:</u>	2,296,385	5.81%

<sup>(1)</sup> The shares of Common Stock are held directly by Brookfield US Retail Holdings LLC. Pursuant to the BRH IV-B Agreement and BRH IV-C Agreement, as applicable, the applicable Investment Vehicle shares investment and voting power (but not with Brookfield US Retail Holdings LLC) over the shares of Common Stock held directly by Brookfield US Retail Holdings LLC.

As managing member or general partner, as applicable, of each of the Investment Vehicles, BAM Canada may be deemed, subject to restrictions on its authority imposed by the Voting Agreement, to beneficially own all shares of Common Stock owned by each of the Investment Vehicles, consisting of 2,296,385 shares of Common Stock representing 5.81% of the Common Stock. As direct and indirect controlling persons of BAM Canada, each of Brookfield Holdings, Partners, BHC and Brookfield may be deemed to share with BAM Canada beneficial ownership of such shares of Common Stock.

US Corp. is the non-managing member of BRH HHC. By virtue of (i) its ability under the Operating Agreement of BRH HHC to appoint and remove the board of directors of BRH HHC and (ii) the ability of the board of directors of BRH HHC to direct BAM Canada on behalf of BRH HHC to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions with respect to, and material dispositions of, Common Stock by the Investment Vehicles), US Corp. may be deemed to share voting and investment power with respect to the 2,296,385 shares of Common Stock owned by the Investment Vehicles, representing approximately 5.81% of the shares of the Common Stock. As direct and indirect controlling persons of US Corp, US Holdings, BHC, Partners and Brookfield may be deemed to share with US Corp. beneficial ownership of such shares of Common Stock.

None of the Reporting Persons has sole voting or investment power with respect to any shares of Common Stock.

By virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, the Reporting Persons may be deemed to constitute a "group" within the meaning of Section 13(d)(3) under the Act and Rule 13d-5(b)(1) thereunder and each member of the "group" may be deemed to beneficially own all shares of Common Stock held by all members of the "group." Accordingly, each of the Reporting Persons may be deemed to beneficially own 2,296,385 shares of Common Stock, constituting beneficial ownership of 5.81% of the shares of the Common Stock. Each of the Investment Vehicles expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock held by each of the other Investment Vehicles.

By virtue of (i) the ability of the Northern Trust Company, acting in its capacity as custodian for the Future Fund Board of Guardians ("Future Fund") under the Operating Agreement of BRH II to appoint and remove the members of the board of directors of BRH II and (ii) the ability of the board of directors of BRH II to direct BAM Canada on behalf of BRH II to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions and material dispositions of Common Stock by the Investment Vehicles), Future Fund may be deemed to share voting and investment power over the Common Stock held by each of the Investment Vehicles. By virtue of (i) the ability of Stable Investment Corporation ("Stable") and Best Investment Corporation ("Best" and, together with Stable, "SB") (both subsidiaries of China Investment Corporation) under the Operating Agreement of BRH III to appoint and remove the members of the board of directors of BRH III and (ii) the ability of the board of directors of BRH III to direct BAM Canada on behalf of BRH III to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions and material dispositions of Common Stock by the Investment Vehicles), SB may be deemed to share voting and investment power over the Common Stock held by each of the Investment Vehicles. Additionally, by virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, Future Fund and/or SB may be deemed to be members of a "group" with the Reporting Persons. Neither Future Fund nor SB are Reporting Persons on this Schedule 13D, and any obligations either of them may have under Section 13(d) of the Act would have to be satisfied on one or more separate filings. To the extent that either Future Fund or SB beneficially owns shares of Common Stock that are not held by one of the Investment Vehicles, the Reporting Persons may be deemed to beneficially own any such shares of Common Stock, but expressly disclaim, to th

(c) None of the Reporting Persons, nor, to their knowledge, any of the Scheduled Persons, has effected any transaction in Common Stock since the filing of Amendment No. 6 other than the transactions set forth below:

Date	Investment Vehicle	Number of Shares Sold	Weighted Average Sale Price
2/12/13 <u>1</u>	BRH HHC	33,198	\$72.5521
	BRH II	22,781	\$72.5521
	BRH III	26,131	\$72.5521
	BRH IV-A	3,021	\$72.5521
	BRH IV-B (1)	6,030	\$72.5521
	BRH IV-C (1)	2,020	\$72.5521
	BRH IV-D	2,020	\$72.5521
	BRH V	6,799	\$72.5521
2/14/132	BRH HHC	32,579	\$78.4922
	BRH II	22,356	\$78.4922
	BRH III	25,644	\$78.4922
	BRH IV-A	2,965	\$78.4922
	BRH IV-B (1)	5,918	\$78.4922
	BRH IV-C (1)	1,983	\$78.4922
	BRH IV-D	1,983	\$78.4922
	BRH V	6,672	\$78.4922

<sup>&</sup>lt;sup>1</sup> On this date, shares were sold at a range of \$72.50 to \$72.77 per share. The Reporting Persons shall undertake to provide upon request by the staff full information regarding the number of shares purchased or sold at each separate price.

<sup>&</sup>lt;sup>2</sup> On this date, shares were sold at a range of \$78.40 to \$78.87 per share. The Reporting Persons shall undertake to provide upon request by the staff full information regarding the number of shares purchased or sold at each separate price.

Date	Investment Vehicle	Number of Shares Sold	Weighted Average Sale Price
2/15/133	BRH HHC	8,138	\$78.3281
	BRH II	5,583	\$78.3281
	BRH III	6,405	\$78.3281
	BRH IV-A	740	\$78.3281
	BRH IV-B (1)	1,478	\$78.3281
	BRH IV-C (1)	495	\$78.3281
	BRH IV-D	495	\$78.3281
	BRH V	1,666	\$78.3281
2/19/134	BRH HHC	10,456	\$78.9898
	BRH II	7,174	\$78.9898
	BRH III	8,229	\$78.9898
	BRH IV-A	951	\$78.9898
	BRH IV-B (1)	1,899	\$78.9898
	BRH IV-C (1)	636	\$78.9898
	BRH IV-D	636	\$78.9898
	BRH V	2,141	\$78.9898
2/20/135	BRH HHC	2,685	\$78.2830
	BRH II	1,842	\$78.2830
	BRH III	2,113	\$78.2830
	BRH IV-A	244	\$78.2830
	BRH IV-B (1)	488	\$78.2830
	BRH IV-C (1)	163	\$78.2830
	BRH IV-D	163	\$78.2830
	BRH V	550	\$78.2830
2/22/136	BRH HHC	41,249	\$76.5132
	BRH II	28,304	\$76.5132
	BRH III	32,467	\$76.5132
	BRH IV-A	3,754	\$76.5132
	BRH IV-B (1)	7,492	\$76.5132
	BRH IV-C (1)	2,510	\$76.5132
	BRH IV-D	2,510	\$76.5132
	BRH V	8,447	\$76.5132
2/25/132	BRH HHC	8,138	\$77.1396
	BRH II	5,583	\$77.1396
	BRH III	6,405	\$77.1396
	BRH IV-A	740	\$77.1396
	BRH IV-B (1)	1,478	\$77.1396
	BRH IV-C (1)	495	\$77.1396
	BRH IV-D	495	\$77.1396
	BRH V	1,666	\$77.1396

(1) The shares of Common Stock are held directly by Brookfield US Retail Holdings LLC. Pursuant to the BRH IV-B Agreement and BRH IV-C Agreement, as applicable, the applicable Investment Vehicle shares investment and voting power (but not with Brookfield US Retail Holdings LLC) over the shares of Common Stock held directly by Brookfield US Retail Holdings LLC.

<sup>&</sup>lt;sup>3</sup> On this date, shares were sold at a range of \$78.11 to \$78.69 per share. The Reporting Persons shall undertake to provide upon request by the staff full information regarding the number of shares purchased or sold at each separate price.

<sup>4</sup> On this date, shares were sold at a range of \$78.74 to \$79.44 per share. The Reporting Persons shall undertake to provide upon request by the staff full information regarding the number of shares purchased or sold at each separate price.

<sup>&</sup>lt;sup>5</sup> On this date, shares were sold at a range of \$78.00 to \$78.90 per share. The Reporting Persons shall undertake to provide upon request by the staff full information regarding the number of shares purchased or sold at each separate price.

<sup>&</sup>lt;sup>6</sup> On this date, shares were sold at a range of \$76.50 to \$77.00 per share. The Reporting Persons shall undertake to provide upon request by the staff full information regarding the number of shares purchased or sold at each separate price.

<sup>&</sup>lt;sup>2</sup> On this date, shares were sold at a range of \$76.81 to \$77.63 per share. The Reporting Persons shall undertake to provide upon request by the staff full information regarding the number of shares purchased or sold at each separate price.

#### **SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 27, 2013

**BROOKFIELD ASSET MANAGEMENT** 

By: /s/ Aleks Novakovic

Name: Aleks Novakovic Title: Managing Partner

By: /s/ Joseph Freedman

Name: Joseph Freedman Title: Senior Managing Partner

Dated: February 27, 2013

PARTNERS LIMITED

By: /s/ Loretta Corso

Name: Loretta Corso Title: Secretary

Dated: February 27, 2013

BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER (CANADA) L.P.

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President

Dated: February 27, 2013

BROOKFIELD PRIVATE FUNDS HOLDINGS INC.

By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President

By: /s/ David Stalter

Name: David Stalter
Title: Vice President

Dated: February 27, 2013

BROOKFIELD HOLDINGS CANADA INC.

By: /s/ Aleks Novakovic

Name: Aleks Novakovic Title: Vice President

By: /s/ Joseph Freedman

Name: Joseph Freedman Title: Vice President Dated: February 27, 2013

BROOKFIELD US HOLDINGS INC.

By: /s/ Aleks Novakovic

Name: Aleks Novakovic Title: Vice President

Dated: February 27, 2013

**BROOKFIELD US CORPORATION** 

By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President

Dated: February 27, 2013

BROOKFIELD RETAIL HOLDINGS HHC LLC

By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President

Dated: February 27, 2013

BROOKFIELD RETAIL HOLDINGS II LLC

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President

By: /s/ David Stalter

Name: David Stalter Title: Vice President Dated: February 27, 2013

Dated: February 27, 2013

Dated: February 27, 2013

#### BROOKFIELD RETAIL HOLDINGS III LLC

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President

By: /s/ David Stalter

Name: David Stalter Title: Vice President

# BROOKFIELD RETAIL HOLDINGS IV-A LLC

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President

By: /s/ David Stalter

Name: David Stalter Title: Vice President

#### **BROOKFIELD RETAIL HOLDINGS IV-B LLC**

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President

By: /s/ David Stalter

Name: David Stalter Title: Vice President Dated: February 27, 2013

Dated: February 27, 2013

Dated: February 27, 2013

#### BROOKFIELD RETAIL HOLDINGS IV-C LLC

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President

By: /s/ David Stalter

Name: David Stalter Title: Vice President

# BROOKFIELD RETAIL HOLDINGS IV-D LLC

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President

By: /s/ David Stalter

Name: David Stalter Title: Vice President

#### BROOKFIELD RETAIL HOLDINGS V LP

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its general partner

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President

By: /s/ David Stalter

Name: David Stalter Title: Vice President