

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden  
hours per response: 0.5

1. Name and Address of Reporting Person <b>BROOKFIELD ASSET MANAGEMENT INC.</b>			2. Issuer Name and Ticker or Trading Symbol <b>Howard Hughes Corp [ HHC ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) <b>THREE WORLD FINANCIAL CENTER</b> <b>200 VESEY STREET</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>11/09/2012</b>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
(Street) <b>NEW YORK NY 10281</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City) (State) (Zip)								

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	11/09/2012		X		496,434	A	\$50	1,285,579	I	See Footnotes <sup>(1)</sup> (10)(12)
Common Stock, Par Value \$0.01 per share	11/09/2012		X		340,653	A	\$50	882,166	I	See Footnotes <sup>(2)</sup> (10)(12)
Common Stock, Par Value \$0.01 per share	11/09/2012		X		390,749	A	\$50	1,011,896	I	See Footnotes <sup>(3)</sup> (10)(11)
Common Stock, Par Value \$0.01 per share	11/09/2012		X		45,178	A	\$50	116,994	I	See Footnotes <sup>(4)</sup> (10)(11)
Common Stock, Par Value \$0.01 per share	11/09/2012		X		90,173	A	\$50	233,515	I	See Footnotes <sup>(5)</sup> (10)(11)
Common Stock, Par Value \$0.01 per share	11/09/2012		X		30,210	A	\$50	78,233	I	See Footnotes <sup>(6)</sup> (10)(11)
Common Stock, Par Value \$0.01 per share	11/09/2012		X		30,210	A	\$50	78,233	I	See Footnotes <sup>(7)</sup> (10)(11)
Common Stock, Par Value \$0.01 per share	11/09/2012		X		101,665	A	\$50	263,274	I	See Footnotes <sup>(8)</sup> (10)(11)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant to acquire Common Stock <sup>(9)</sup>	\$50	11/09/2012		X		496,434		11/09/2010	11/09/2017	Common Stock	496,434	(9)	751,209	I	See Footnotes <sup>(1)</sup> (10)(12)
Warrant to acquire Common Stock <sup>(9)</sup>	\$50	11/09/2012		S		751,209		11/09/2010	11/09/2017	Common Stock	751,209	\$38.696	0	I	See Footnotes <sup>(1)</sup> (10)(12)
Warrant to acquire Common Stock <sup>(9)</sup>	\$50	11/09/2012		X		340,653		11/09/2010	11/09/2017	Common Stock	340,653	(9)	515,481	I	See Footnotes <sup>(2)</sup> (10)(11)
Warrant to acquire Common Stock <sup>(9)</sup>	\$50	11/09/2012		S		515,481		11/09/2010	11/09/2017	Common Stock	515,481	\$38.696	0	I	See Footnotes <sup>(2)</sup> (10)(11)
Warrant to acquire Common Stock <sup>(9)</sup>	\$50	11/09/2012		X		390,749		11/09/2010	11/09/2017	Common Stock	390,749	(9)	591,287	I	See Footnotes <sup>(3)</sup> (10)(11)
Warrant to acquire Common Stock <sup>(9)</sup>	\$50	11/09/2012		S		591,287		11/09/2010	11/09/2017	Common Stock	591,287	\$38.696	0	I	See Footnotes <sup>(3)</sup> (10)(11)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant to acquire Common Stock <sup>(9)</sup>	\$50	11/09/2012		X			45,178	11/09/2010	11/09/2017	Common Stock	45,178	(9)	68,363	I	See Footnotes <sup>(4)</sup> (10)(11)
Warrant to acquire Common Stock <sup>(9)</sup>	\$50	11/09/2012		S			68,363	11/09/2010	11/09/2017	Common Stock	68,363	\$38.696	0	I	See Footnotes <sup>(4)</sup> (10)(11)
Warrant to acquire Common Stock <sup>(9)</sup>	\$50	11/09/2012		X			90,173	11/09/2010	11/09/2017	Common Stock	90,173	(9)	136,452	I	See Footnotes <sup>(5)</sup> (10)(11)
Warrant to acquire Common Stock <sup>(9)</sup>	\$50	11/09/2012		S			136,452	11/09/2010	11/09/2017	Common Stock	136,452	\$38.696	0	I	See Footnotes <sup>(5)</sup> (10)(11)
Warrant to acquire Common Stock <sup>(2)</sup>	\$50	11/09/2012		X			30,210	11/09/2010	11/09/2017	Common Stock	30,210	(9)	45,714	I	See Footnotes <sup>(6)</sup> (10)(11)
Warrant to acquire Common Stock <sup>(2)</sup>	\$50	11/09/2012		S			45,714	11/09/2010	11/09/2017	Common Stock	45,714	\$38.696	0	I	See Footnotes <sup>(6)</sup> (10)(11)
Warrant to acquire Common Stock <sup>(2)</sup>	\$50	11/09/2012		X			30,210	11/09/2010	11/09/2017	Common Stock	30,210	(9)	45,714	I	See Footnotes <sup>(7)</sup> (10)(11)
Warrant to acquire Common Stock <sup>(2)</sup>	\$50	11/09/2012		S			45,714	11/09/2010	11/09/2017	Common Stock	45,714	\$38.696	0	I	See Footnotes <sup>(7)</sup> (10)(11)
Warrant to acquire Common Stock <sup>(2)</sup>	\$50	11/09/2012		X			101,665	11/09/2010	11/09/2017	Common Stock	101,665	(9)	153,841	I	See Footnotes <sup>(8)</sup> (10)(11)
Warrant to acquire Common Stock <sup>(2)</sup>	\$50	11/09/2012		S			153,841	11/09/2010	11/09/2017	Common Stock	153,841	\$38.696	0	I	See Footnotes <sup>(8)</sup> (10)(11)

1. Name and Address of Reporting Person\*  
[BROOKFIELD ASSET MANAGEMENT INC.](#)

(Last) (First) (Middle)  
 THREE WORLD FINANCIAL CENTER  
 200 VESEY STREET

(Street)  
 NEW YORK NY 10281

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Partners Ltd](#)

(Last) (First) (Middle)  
 181 BAY STREET  
 BROOKFIELD PLACE, SUITE 300

(Street)  
 TORONTO A6 M5J2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Brookfield Holdings Canada](#)

(Last) (First) (Middle)  
 181 BAY STREET  
 BROOKFIELD PLACE, SUITE 300

(Street)  
TORONTO A6 M5J2T3

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Brookfield Asset Management Private Institutional Capital Adviser \(Canada\) LP](#)

(Last) (First) (Middle)

THREE WORLD FINANCIAL CENTER  
200 VESEY STREET, 11TH FLOOR

(Street)  
NEW YORK NY 10281

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Brookfield Private Funds Holdings Inc.](#)

(Last) (First) (Middle)

THREE WORLD FINANCIAL CENTER  
200 VESEY STREET, 11TH FLOOR

(Street)  
NEW YORK NY 10281

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Brookfield Retail Split LP](#)

(Last) (First) (Middle)

THREE WORLD FINANCIAL CENTER  
200 VESEY STREET, 11TH FLOOR

(Street)  
NEW YORK NY 10281

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Brookfield US Holdings Inc.](#)

(Last) (First) (Middle)

THREE WORLD FINANCIAL CENTER  
200 VESEY STREET, 11TH FLOOR

(Street)  
NEW YORK NY 10281

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Brookfield US Corp](#)

(Last) (First) (Middle)

THREE WORLD FINANCIAL CENTER  
200 VESEY STREET, 11TH FLOOR

(Street)  
NEW YORK NY 10281

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Brookfield REP GP Inc.](#)

(Last) (First) (Middle)

THREE WORLD FINANCIAL CENTER  
200 VESEY STREET, 11TH FLOOR

(Street)

NEW YORK NY 10281

(City) (State) (Zip)

**Explanation of Responses:**

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.

**Remarks:**

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

/s/ Joe Freedman,

BROOKFIELD ASSET  
MANAGEMENT INC.

11/14/2012

\*\* Signature of Reporting Person

Date

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

\* 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).

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

**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 Number.**

Explanation of Responses:

- (1) Common Stock and Warrants held directly by Brookfield Retail Holdings HHC LLC (“BRH”).
  - (2) Common Stock and Warrants held directly by Brookfield Retail Holdings II LLC, a Delaware limited liability company (“BRH II”).
  - (3) Common Stock and Warrants held directly by Brookfield Retail Holdings III LLC, a Delaware limited liability company (“BRH III”).
  - (4) Common Stock and Warrants held directly by Brookfield Retail Holdings IV-A LLC, a Delaware limited liability company (“BRH IV-A”).
  - (5) Common Stock and Warrants beneficially owned by Brookfield Retail Holdings IV-B LLC, a Delaware limited liability company (“BRH IV-B”), and held in title by Brookfield US Retail Holdings LLC (“BUSRH”).
  - (6) Common Stock and Warrants beneficially owned by Brookfield Retail Holdings IV-C LLC, a Delaware limited liability company (“BRH IV-C”), and held in title by BUSRH.
  - (7) Common Stock and Warrants held directly by Brookfield Retail Holdings IV-D LLC, a Delaware limited liability company (“BRH IV-D”).
  - (8) Common Stock and Warrants held directly by Brookfield Retail Holdings V LP, a Delaware limited partnership (“BRH V” and, together with BRH, BRH II, BRH III, BRH IV-A, BRH IV-B, BRH IV-C and BRH IV-D, the “Investment Vehicles.”)
  - (9) Each Warrant entitles the holder to purchase one share of Common Stock at an initial exercise price of \$50.00 per share, subject to adjustments as provided in the warrant agreement, dated as of November 9, 2010, by and among Mellon Investor Services LLC, as warrant agent, and the Issuer. The Warrants were acquired for no additional consideration pursuant to the terms of the Amended and Restated Cornerstone Investment Agreement, effective as of March 31, 2010, by and between General Growth Properties, Inc. and Brookfield Retail Holdings LLC (formerly known as REP Investments LLC).
  - (10) Each of Partners Limited, a corporation formed under the laws of the Province of Ontario (“Partners”), as a shareholder of Brookfield Asset Management Inc., a corporation formed under the laws of the Province of Ontario (“BAM”), and BAM, as sole shareholder of Brookfield (US) Investments Ltd., a Bermuda limited company (“BIL”), which holds a Class B interest in each Investment Vehicle, may be deemed to have an indirect pecuniary interest in an indeterminate portion of the shares of Common Stock and Warrants directly beneficially owned by each Investment Vehicle. In accordance with Instruction 4(b)(iv), the entire amount of the Common Stock and Warrants held by the Investment Vehicles is reported herein. BAM and Partners disclaim beneficial ownership of all shares of Common Stock and Warrants that are directly beneficially owned by the Investment Vehicles, except to the extent of any indirect pecuniary interest therein.
  - (11) Brookfield Retail Split LP (“BRS”), as the holder of Class A interests in each Investment Vehicle (other than BRH), may be deemed to have an indirect pecuniary interest in an indeterminate portion of the shares of Common Stock and Warrants that are directly beneficially owned by each Investment Vehicle (other than BRH). Each of (i) Brookfield REP GP Inc. (“BRGP”), a Delaware corporation, as the general partner of BRS, (ii) Brookfield US Corporation, a Delaware corporation (“BUSC”), as the sole shareholder of BRGP, (iii) Brookfield US Holdings, Inc., a corporation formed under the laws of the Province of Ontario (“BUSH”), as the sole shareholder of BUSC, (iv) Brookfield Holdings Canada Inc. (“BHCI”), as the sole shareholder of BUSH, and (v) BAM, as the sole shareholder of BHCI, may be deemed to have an indirect pecuniary interest in an indeterminate portion of the shares of Common Stock and Warrants that are directly beneficially owned by each Investment Vehicle (other than BRH). In accordance with Instruction 4(b)(iv), the entire amount of the Common Stock and Warrants held by the Investment Vehicles is reported herein. Each Reporting Person disclaims beneficial ownership of all shares of Common Stock and Warrants that are beneficially owned by the Investment Vehicles, except to the extent of any indirect pecuniary interest therein.
  - (12) Each of (i) Brookfield Asset Management Private Institutional Capital Advisor (Canada) LP (“BPIC”), as the sole managing member of BRH and the holder of Class C interests in BRH, (ii) Brookfield Private Funds Holdings Inc. (“BPFH”), as the sole general partner of BPIC, and (iii) BHCI, as the sole shareholder of BPFH, may be deemed to have an indirect pecuniary interest in an indeterminate portion of the shares of Common Stock and Warrants that are directly beneficially owned by BRH. Each of (i) BUSC, as the holder of Class A interests in BRH, (ii) BUSH, as the sole shareholder of BUSC, (iii) BHCI, as the sole shareholder of BUSH, and (iv) BAM, as the sole shareholder of BHCI, may be deemed to have an indirect pecuniary interest in an indeterminate portion of the shares of Common Stock and Warrants that are directly beneficially owned by BRH. In accordance with Instruction 4(b)(iv), the entire amount of the Common Stock and Warrants held by BRH is reported herein. Each Reporting Person disclaims beneficial ownership of all shares of Common Stock and Warrants that are beneficially owned by BRH, except to the extent of any indirect pecuniary interest therein.
-

Designated Filer:  
Issuer & Ticker Symbol:  
Date of Event Requiring Statement:

Brookfield Asset Management Inc.  
The Howard Hughes Corporation  
November 9, 2012

**Exhibit 99.2 - Joint Filer Information**

Joint Filers:

1. Name: Partners Limited  
Address: 181 Bay Street, P.O. Box 762, Toronto, Canada M5J 2T3
  2. Name: Brookfield Holdings Canada Inc. (formerly Trilon Bancorp Inc.)  
Address: 181 Bay Street, P.O. Box 762, Toronto, Canada M5J 2T3
  3. Name: Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP  
Address: Three World Financial Center, 200 Vesey Street, New York, New York 10281
  4. Name: Brookfield Private Funds Holdings Inc.  
Address: Three World Financial Center, 200 Vesey Street, New York, New York 10281
  5. Name: Brookfield Retail Split LP  
Address: Three World Financial Center, 200 Vesey Street, New York, New York 10281
  6. Name: Brookfield US Holdings Inc.  
Address: Three World Financial Center, 200 Vesey Street, New York, New York 10281
  7. Name: Brookfield US Corporation  
Address: Three World Financial Center, 200 Vesey Street, New York, New York 10281
  8. Name: Brookfield REP GP Inc.  
Address: Three World Financial Center, 200 Vesey Street, New York, New York 10281
-

Designated Filer:  
Issuer & Ticker Symbol:  
Date of Event Requiring Statement:

Brookfield Asset Management Inc.  
The Howard Hughes Corporation  
November 9, 2012

**Exhibit 99.3 - Joint Filers' Signatures**

Partners Limited

By: /s/ Loretta Corso  
Name: Loretta Corso  
Title: Secretary

Date: November 14, 2012

Brookfield Holdings Canada Inc.

By: /s/ Joe Freedman  
Name: Joe Freedman  
Title: Vice President

Date: November 14, 2012

By: /s/ Aleks Novakovic  
Name: Aleks Novakovic  
Title: Vice President

Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP

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

By: /s/ Karen Ayre  
Name: Karen Ayre  
Title: Vice President

Date: November 14, 2012

---

Designated Filer:  
Issuer & Ticker Symbol:  
Date of Event Requiring Statement:

Brookfield Asset Management Inc.  
The Howard Hughes Corporation  
November 9, 2012

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

Date: November 14, 2012

Brookfield Retail Split LP

By: Brookfield REP GP Inc., its general partner

By: /s/ Karen Ayre  
Name: Karen Ayre  
Title: Vice President

Date: November 14, 2012

Brookfield US Holdings Inc.

By: /s/ Aleks Novakovic  
Name: Aleks Novakovic  
Title: Vice President

Date: November 14, 2012

Brookfield US Corporation

By: /s/ Karen Ayre  
Name: Karen Ayre  
Title: Vice President

Date: November 14, 2012

---



Designated Filer:  
Issuer & Ticker Symbol:  
Date of Event Requiring Statement:

Brookfield Asset Management Inc.  
The Howard Hughes Corporation  
November 9, 2012

Brookfield REP GP Inc.

By: /s/ Karen Ayre  
Name: Karen Ayre  
Title: Vice President

Date: November 14, 2012

---