

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Brookfield Retail Split LP</u>  (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 <u>Howard Hughes Corp [ HHC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/08/2012		J <sup>(1)</sup>		789,144	D	\$0	0	D	

**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
Warrant to acquire Common Stock	\$50	06/08/2012		J		1,247,641		11/09/2010	11/09/2017	Common Stock	1,247,641	(1)	0	D	

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 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. Brookfield Retail Split LP ("BR Split") distributed shares of Common Stock and Warrants (previously distributed to BR split by Brookfield Retail Holdings LLC) to the holder of preferred interests in BR Split. Brookfield REP GP Inc., as the general partner of BR Split, 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 BR Split.

**Remarks:**

Exhibit List: (1) Exhibit 99.1 - Joint Filer Information (2) Exhibit 99.2 - Joint Filer Signature

/s/ Karen Ayre, Vice President of 06/12/2012  
Brookfield REP GP Inc., general

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.**

Designated Filer: Brookfield Retail Split LP  
Issuer & Ticker Symbol: Howard Hughes Corporation [HHC]  
Date of Event Requiring Statement: June 8, 2012

Joint Filers:

1. Name: Brookfield REP GP Inc.  
Address: Three World Financial Center, 200 Vesey Street, New York, NY 10281

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

Brookfield Retail Split LP  
Howard Hughes Corporation [HHC]  
June 8, 2012

**Exhibit 99.2 - Joint Filers' Signatures**

Brookfield REP GP Inc.

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

Date: June 12, 2012