

Rouse Properties, Inc.
Form 4/A
December 02, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brookfield Property Partners Ltd

(Last) (First) (Middle)

73 FRONT STREET, 5TH FLOOR

(Street)

HAMILTON, D0 HM 12

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Rouse Properties, Inc. [RSE]

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

11/01/2013

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

11/05/2013

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	11/01/2013		J		1,165,535	A	\$ 20.03
					1,165,535	I	

See
Footnote
(1) (2)

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
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SEC 1474
(9-02)

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Property Partners Ltd 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12		X		
Brookfield Property Partners L.P. 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12		X		
Brookfield Property LP 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12		X		
Brookfield BPY Holdings (US) Inc. 181 BAY STREET SUITE 300 TORONTO, A6 M5J2T3		X		
CanHoldco 1 ULC 181 BAY STREET SUITE 300 TORONTO, A6 M5J2T3		X		
CanHoldco 3 ULC 181 BAY STREET SUITE 300 TORONTO, A6 M5J2T3		X		

CanHoldco 4 ULC
181 BAY STREET
SUITE 300
TORONTO, A6 M5J2T3

X

CanHoldco 2 ULC
181 BAY STREET
SUITE 300
TORONTO, A6 M5J2T3

X

Brookfield BPY Retail Holdings I LLC
4 BROOKFIELD PLACE
250 VESEY STREET
NEW YORK, NY 10281

X

Signatures

/s/ Jane Sheere,
Secretary

12/02/2013

__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.

Remarks:

Exhibit List: Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information and Signature

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.