

Rouse Properties, Inc.  
Form 4/A  
July 07, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROOKFIELD ASSET MANAGEMENT INC.**

(Last) (First) (Middle)

**BROOKFIELD PLACE, 181 BAY ST, STE 300, PO BOX 762**

(Street)

**TORONTO, A6 M5J2T3**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Rouse Properties, Inc. [RSE]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/05/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**03/12/2012**

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	07/05/2016		S		19,387,625	D	\$ 18.25
							0
Series I Preferred Stock Par Value \$0.01	07/05/2016		P		19,387,625	A	\$ 18.25
							19,387,625
Common Stock Par Value	07/06/2016		P		38,499,817	A	\$ 18.25
							1,000 (3) (4)

\$0.01

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 displays a currently valid OMB control number.**

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(9-02)

**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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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 ASSET MANAGEMENT INC. BROOKFIELD PLACE, 181 BAY ST, STE 300 PO BOX 762 TORONTO, A6 M5J2T3		X		
Partners Ltd 181 BAY STREET BROOKFIELD PLACE, SUITE 300 TORONTO, A6 M5J2T3		X		
Brookfield Holdings Canada Inc. BROOKFIELD PLACE 250 VESEY STREET, 15TH FLOOR NEW YORK, NY 10281		X		
Brookfield US Holdings Inc. BROOKFIELD PLACE 250 VESEY STREET, 15TH FLOOR NEW YORK, NY 10281		X		

