

Rouse Properties, Inc.  
Form 3  
January 23, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*  
Â BROOKFIELD ASSET  
MANAGEMENT INC.

(Last) (First) (Middle)

BCE PLACE 181 BAY  
ST,Â STE 300 PO BOX 762

(Street)

TORONTO  
ONTARIO,Â A6Â M5J2T3

(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)  
01/12/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, Par Value \$0.01 (per share)	2,946,661	I	See Footnotes <u>(1)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>
Common Stock, Par Value \$0.01 (per share)	2,012,058	I	See Footnotes <u>(2)</u> <u>(10)</u> <u>(11)</u>
Common Stock, Par Value \$0.01 (per share)	2,307,948	I	See Footnotes <u>(3)</u> <u>(10)</u> <u>(11)</u>
Common Stock, Par Value \$0.01 (per share)	265,725	I	See Footnotes <u>(4)</u> <u>(10)</u> <u>(11)</u>
Common Stock, Par Value \$0.01 (per share)	530,636	I	See Footnotes <u>(5)</u> <u>(10)</u> <u>(11)</u>
Common Stock, Par Value \$0.01 (per share)	177,774	I	See Footnotes <u>(6)</u> <u>(10)</u> <u>(11)</u>
Common Stock, Par Value \$0.01 (per share)	178,393	I	See Footnotes <u>(7)</u> <u>(10)</u> <u>(11)</u>
Common Stock, Par Value \$0.01 (per share)	600,173	I	See Footnotes <u>(8)</u> <u>(10)</u>
Common Stock, Par Value \$0.01 (per share)	4,323,616	I	See Footnote <u>(9)</u>

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	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.  
BCE PLACE 181 BAY ST  
STE 300 PO BOX 762  
TORONTO ONTARIO, A6 M5J2T3

Â X Â Â

Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP  
THREE WORLD FINANCIAL CENTER  
200 VESEY STREET, 11TH FLOOR  
NEW YORK, NY 10281

Â X Â Â

Brookfield Private Funds Holdings Inc.  
THREE WORLD FINANCIAL CENTER  
200 VESEY STREET, 11TH FLOOR  
NEW YORK, NY 10281

Â X Â Â

Brookfield Retail Split LP  
THREE WORLD FINANCIAL CENTER  
200 VESEY STREET, 11TH FLOOR  
NEW YORK, NY 10281

Â X Â Â

Brookfield Retail Split II LLC  
THREE WORLD FINANCIAL CENTER  
200 VESEY STREET, 11TH FLOOR  
NEW YORK, NY 10281

Â X Â Â

Brookfield US Holdings Inc.  
THREE WORLD FINANCIAL CENTER  
200 VESEY STREET, 11TH FLOOR  
NEW YORK, NY 10281

Â X Â Â

Â X Â Â

Brookfield US Corp  
 THREE WORLD FINANCIAL CENTER  
 200 VESEY STREET, 11TH FLOOR  
 NEW YORK, NY 10281

Brookfield REP GP Inc.  
 THREE WORLD FINANCIAL CENTER  
 200 VESEY STREET, 11TH FLOOR  
 NEW YORK, NY 10281

^ ^ X ^ ^

Brookfield Holdings Canada  
 181 BAY STREET  
 BROOKFIELD PLACE, SUITE 300  
 TORONTO, ON M5J2T3

^ ^ X ^ ^

Partners Ltd  
 181 BAY STREET  
 BROOKFIELD PLACE, SUITE 300  
 TORONTO, ON M5J2T3

^ ^ X ^ ^

## Signatures

Joseph Freedman, Senior Managing Partner of Brookfield Asset Management Inc.

01/23/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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.
- (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.

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### Remarks:

Exhibit List:

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filer Information

Exhibit 99.3 - Joint Filers' Signatures

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

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