

Howard Hughes Corp
Form 4
February 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
Brascan Asset Management Holdings Ltd

(Last) (First) (Middle)
181 BAY STREET, P.O. BOX 762
(Street)

TORONTO, A6 M5J 2T3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Howard Hughes Corp [HHC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Ownership (Instr. 4)			
			Code	V	Amount					
Common Stock, Par Value \$0.01 per share	11/09/2010		A		789,145	A	\$ 47.619	789,145	I	footnotes (1) (8)
Common Stock, Par Value \$0.01 per share	11/09/2010		A		541,513	A	\$ 47.619	541,513	I	footnotes (2) (8)
Common Stock, Par Value \$0.01 per share	11/09/2010		A		621,147	A	\$ 47.619	621,147	I	footnotes (3) (8)

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Value
\$0.01 per
share

Common
Stock, Par

Value	11/09/2010	A	71,816	A	\$	47.619	71,816	I	footnotes <u>(4)</u> <u>(8)</u>
\$0.01 per share									

Common
Stock, Par

Value	11/09/2010	A	143,342	A	\$	47.619	143,342	I	footnotes <u>(5)</u> <u>(8)</u>
\$0.01 per share									

Common
Stock, Par

Value	11/09/2010	A	48,032	A	\$	47.619	48,032	I	footnotes <u>(6)</u> <u>(8)</u>
\$0.01 per share									

Common
Stock, Par

Value	11/09/2010	A	48,032	A	\$	47.619	48,032	I	footnotes <u>(7)</u> <u>(8)</u>
\$0.01 per share									

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

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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 Security (Instr. 3 and 4)	Amount of Underlying Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Warrants to acquire Common Stock <u>(9)</u>	\$ 50	11/09/2010		A		1,247,643		11/09/2010	11/09/2017	Common Stock	1,247,643
Warrants to acquire	\$ 50	11/09/2010		A		856,134		11/09/2010	11/09/2017	Common Stock	856,134

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Common
Stock (9)

Warrants
to acquire
Common
Stock (9)

\$ 50	11/09/2010	A	982,036	11/09/2010	11/09/2017	Common Stock	982
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Warrants
to acquire
Common
Stock (9)

\$ 50	11/09/2010	A	113,541	11/09/2010	11/09/2017	Common Stock	113
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Warrants
to acquire
Common
Stock (9)

\$ 50	11/09/2010	A	226,625	11/09/2010	11/09/2017	Common Stock	226
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Warrants
to acquire
Common
Stock (9)

\$ 50	11/09/2010	A	75,924	11/09/2010	11/09/2017	Common Stock	75,
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Warrants
to acquire
Common
Stock (9)

\$ 50	11/09/2010	A	75,924	11/09/2010	11/09/2017	Common Stock	75,
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brascan Asset Management Holdings Ltd
181 BAY STREET
P.O. BOX 762
TORONTO, A6 M5J 2T3

X X Director by deputization ***

Signatures

By Aleks Novakovic, Vice President of Brascan Asset Management Limited, /s/ Aleks
Novakovic

02/02/2011

 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.
- (3) See Exhibit 99.1; Note 3.
- (4) See Exhibit 99.1; Note 4.

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- (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.

Remarks:

*** David Arthur, a Managing Partner of Brookfield Asset Management Inc., a corporation formed under the laws of the Province of Ontario ("BAM"), serves on the board of directors of the Issuer as a representative of each of BAM, Trilon Bancorp Inc., a corporation formed under the laws of the Province of Ontario, Brookfield Private Funds Holdings Inc., a corporation formed under the laws of the Province of Ontario, Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP, a limited partnership formed under the laws of the Province of Manitoba, Brascan Asset Management Holdings Limited, a Canadian entity formed under the Canada Business Corporations Act and a wholly-owned subsidiary of BAM (the "Reporting Person"), Brookfield US Holdings Inc., a corporation formed under the laws of the Province of Ontario, Brookfield US Corporation, a Delaware corporation, Brookfield REP GP Inc., a Delaware corporation, Brookfield Retail Split LP, a Delaware limited partnership and Brookfield Retail Holdings LLC (formerly REP Investments LLC), a Delaware limited liability company. The Reporting Person is a "director by designation" solely for purposes of Section 16 of the Securities Exchange Act of 1934.

Exhibit List:

Exhibit 99.1 - Explanation of Responses

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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