

Rouse Properties, Inc.
Form 4/A
November 27, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 Property Partners Ltd

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
73 FRONT STREET, 5TH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2013

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

HAMILTON, D0 HM 12

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/05/2013

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 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.

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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. SUITE 181, BAY STREET SUITE 300 TORONTO, Z4 M5J2T3 | | X | | |
| CanHoldco 1 ULC 181 BAY STREET SUITE 300 TORONTO, Z4 M5J2T3 | | X | | |
| CanHoldco 3 ULC 181 BAY STREET SUITE 300 TORONTO, Z4 M5J2T3 | | X | | |

CanHoldco 4 ULC
181 BAY STREET
SUITE 300
TORONTO, Z4 M5J2T3 X

CanHoldco 2 ULC
181 BAY STREET
BROOKFIELD PLACE SUITE 300
TORONTO, Z4 M5J2T3 X

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

Signatures

/s/ Jane Sheere,
Secretary 11/27/2013

__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.
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