

Howard Hughes Corp
Form 3
November 09, 2010

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BROOKFIELD ASSET MANAGEMENT INC. | | | (Month/Day/Year) | Howard Hughes Corp [HHC] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| BROOKFIELD PLACE, SUITE 300,,Â 181 BAY STREET, P.O. BOX 762 | | | | (Check all applicable) | |
| (Street) | | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| TORONTO, ONTARIO,Â Â M5J2T3 | | | | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | Director by deputization (1) | <input checked="" type="checkbox"/> 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) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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.

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| BROOKFIELD ASSET MANAGEMENT INC. BROOKFIELD PLACE, SUITE 300, 181 BAY STREET, P.O. BOX 762 TORONTO, ONTARIO M5J2T3 | Â X | Â | Â | Director by deputization (1) |
| Brookfield Trilon Bancorp Inc. 181 BAY STREET, P.O. BOX 762 TORONTO, ONTARIO M5J2T3 | Â X | Â | Â | Director by deputization (1) |
| 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 | Director by deputization (1) |
| Brookfield Private Funds Holdings Inc. THREE WORLD FINANCIAL CENTER, 200 VESEY STREET, 11TH FLOOR NEW YORK, NY 10281 | Â X | Â | Â | Director by deputization (1) |
| Brookfield Retail Split LP THREE WORLD FINANCIAL CENTER, 200 VESEY STREET, 11TH FLOOR NEW YORK, NY 10281 | Â X | Â | Â | Director by deputization (1) |
| Brookfield US Holdings Inc. THREE WORLD FINANCIAL CENTER, 200 VESEY STREET, 11TH FLOOR NEW YORK, NY 10281 | Â X | Â | Â | Director by deputization (1) |
| Brookfield US Corp THREE WORLD FINANCIAL CENTER, 200 VESEY STREET, 11TH FLOOR, NEW YORK, NY 10281 | Â X | Â | Â | Director by deputization (1) |
| Brookfield REP GP Inc. THREE WORLD FINANCIAL CENTER, 200 VESEY STREET, 11TH FLOOR NEW YORK, NY 10281 | Â X | Â | Â | Director by deputization (1) |
| Brookfield Retail Holdings LLC THREE WORLD FINANCIAL CENTER, 200 VESEY STREET, 11TH FLOOR | Â X | Â | Â | Director by deputization (1) |

NEW YORK, NY 10281

Signatures

/s/ Joe Freedman, Senior Managing Partner and Counsel of Brookfield Asset Management Inc.

11/09/2010

**Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

* 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).

^

Remarks:

(1) ^ See ^ Exhibit ^ 99.1; ^ Note ^ 1.

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.

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.