



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

December 21, 2011

Via E-mail

Michael McNaughton  
Chief Operating Officer  
Rouse Properties, Inc.  
1114 Avenue of the Americas, Suite 2800  
New York, NY 10110

**Re: Rouse Properties, Inc.  
Amendment No. 4 to Form 10  
Filed December 20, 2011  
File No. 001-35287**

Dear Mr. McNaughton:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

Michael McTiernan

Michael McTiernan  
Assistant Director

cc: Heather L. Emmel, Esq.  
Weil, Gotshal & Manges LLP  
Via E-mail