

COCKWELL IAN G
Form 4
April 04, 2011

FORM 4

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

OMB APPROVAL

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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 *
COCKWELL IAN G

2. Issuer Name and Ticker or Trading Symbol
BROOKFIELD HOMES CORP
[BHS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2011

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

C/O 181 BAY ST, SUITE
330, BROOKFIELD PLACE

(Street)

4. 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

TORONTO, A6 M5J 2T3

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
Common Stock	03/31/2011		D	(A) or (D) 1,306,486 (1)	\$ 0 0 (1)	D	

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.94	03/31/2011		D		40,000		<u>(2)</u>	02/18/2014	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 36.25	03/31/2011		D		75,000		<u>(2)</u>	02/18/2015	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 52	03/31/2011		D		60,000		<u>(2)</u>	02/01/2016	Common Stock	60,000
Employee Stock Option (Right to Buy)	\$ 36.41	03/31/2011		D		90,000		<u>(2)</u>	02/01/2017	Common Stock	90,000
Employee Stock Option (Right to Buy)	\$ 15.9	03/31/2011		D		65,000		<u>(2)</u>	02/01/2018	Common Stock	65,000
Employee Stock Option (Right to Buy)	\$ 2.65	03/31/2011		D		1,000,000		<u>(2)</u>	02/02/2019	Common Stock	1,000,000
Employee Stock Option (Right to Buy)	\$ 14.7	03/31/2011		D		126,000		<u>(2)</u>	02/16/2021	Common Stock	126,000
Deferred Share Units	<u>(3)</u>	03/31/2011		D		474,235		<u>(5)</u>	<u>(4)</u>	Common Stock <u>(4)</u>	474,235 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COCKWELL IAN G C/O 181 BAY ST, SUITE 330 BROOKFIELD PLACE TORONTO, A6 M5J 2T3	X		President & CEO	

Signatures

Ian G. Cockwell 04/01/2011

 Signature of Date
Reporting Person

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) These shares were disposed of in the merger of Brookfield Homes Corporation and Brookfield Residential Acquisition Corp., with Brookfield Homes being the surviving entity and a wholly owned subsidiary of Brookfield Residential Properties Inc. ("Brookfield Residential") (the "Merger"). Pursuant to the Merger, each share of Brookfield Homes common stock was exchanged for 0.764900530 Brookfield Residential common shares on March 31, 2011, the effective date of the Merger (the "Effective Date").
 - (2) As a result of the Merger, these stock options were replaced on the Effective Date by share options of Brookfield Residential in accordance with the terms of the Merger.
 - (3) 1-for-1
 - (4) Units can only be redeemed after separation from service, whether due to retirement, termination or death. There will be no shares of common stock issued, authorized, reserved, purchased or sold at any time in connection with units allocated. Under no circumstances will units be considered shares of common stock, or entitle any participant to the exercise of voting rights or to the exercise of any other rights arising from ownership of shares of common stock.
 - (5) As a result of the Merger, these deferred share units were replaced on the Effective Date with either deferred share units of Brookfield Residential or cash.

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.