COCKWELL IAN G

Form 4 April 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COCKWELL IAN G

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol **BROOKFIELD HOMES CORP**

(Check all applicable)

(Last)

Common

Stock

(First) (Middle) 3. Date of Earliest Transaction

_X__ Director X_ Officer (give title

10% Owner Other (specify

C/O 181 BAY ST. SUITE

(Month/Day/Year) 03/31/2011

[BHS]

below)

President & CEO

330, BROOKFIELD PLACE

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

TORONTO, A6 M5J 2T3

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

03/31/2011

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired (A) 5. Amount of

Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

1,306,486

Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code V Amount

(1)

D

or Price (D)

\$0

(A)

D

Transaction(s) (Instr. 3 and 4)

 $0^{(1)}$

D

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

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.

SEC 1474 (9-02)

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

Edgar Filing: COCKWELL IAN G - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Employee Stock Option (Right to Buy)	\$ 21.94	03/31/2011		D	40,000	<u>(2)</u>	02/18/2014	Common Stock	40,0
Employee Stock Option (Right to Buy)	\$ 36.25	03/31/2011		D	75,000	<u>(2)</u>	02/18/2015	Common Stock	75,0
Employee Stock Option (Right to Buy)	\$ 52	03/31/2011		D	60,000	(2)	02/01/2016	Common Stock	60,0
Employee Stock Option (Right to Buy)	\$ 36.41	03/31/2011		D	90,000	(2)	02/01/2017	Common Stock	90,0
Employee Stock Option (Right to Buy)	\$ 15.9	03/31/2011		D	65,000	(2)	02/01/2018	Common Stock	65,0
Employee Stock Option (Right to Buy)	\$ 2.65	03/31/2011		D	1,000,000	(2)	02/02/2019	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 14.7	03/31/2011		D	126,000	(2)	02/16/2021	Common Stock	126,
Deferred Share Units	<u>(3)</u>	03/31/2011		D	474,235	(5)	<u>(4)</u>	Common Stock (4)	474,

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

COCKWELL IAN G C/O 181 BAY ST, SUITE 330 BROOKFIELD PLACE TORONTO, A6 M5J 2T3

President & CEO

Signatures

Ian G. Cockwell 04/01/2011

**Signature of 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).
- 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. ("Broofkield 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
- 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.

Reporting Owners 3