

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**  
SEC Accession No. **0001209191-06-002276**

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### REPORTING OWNER

#### **BRAITHWAITE JAMES C**

CIK: **1245872**

Type: **4** | Act: **34** | File No.: **000-50694** | Film No.: **06514518**

Mailing Address  
3290 NORHSIDE PARKWAY  
STE 825  
ATLANTA GA 30327

### ISSUER

#### **MILLS LIMITED PARTNERSHIP**

CIK: **1142028** | IRS No.: **521873369** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **6798** Real estate investment trusts

Business Address  
1300 WILSON BOULEVARD  
SUITE 400  
ARLINGTON VA 22209  
7037265155

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
 Estimated average burden hours per response 0.5

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

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

1. Name and Address of Reporting Person <b>BRAITHWAITE JAMES C</b>			2. Issuer Name and Ticker or Trading Symbol <b>MILLS LIMITED PARTNERSHIP</b> [NONE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O KAN AM, 3290 NORTHSIDE PARKWAY, SUITE 825			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) ATLANTA, GA 30327								
(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)
			Code	V	Amount	(A) or (D)	Price			
Units of Limited Partnership	01/03/2006		J	(1)	52,212	A	\$ 0 (2)	360,688	D	
Units of Limited Partnership	01/05/2006		G	V	2,000	D	\$ 0 (3)	358,688	D	
Units of Limited Partnership	01/05/2006		G	V	2,000	A	\$ 0 (3)	3,000	I	See Footnote (4)
Units of Limited Partnership								27,994	I	See Footnote (5)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

1. The reporting person received 17,662 Units from Kan Am USA VIII Limited Partnership and 34,550 Units from Kan Am USA IX Limited Partnership for a total of 52,212 Units.
2. Kan Am USA VIII Limited Partnership and Kan Am USA IX Limited Partnership distributed its Units to its Partners.
3. The transfer was a gift and therefore the reporting person did not receive nor provide any consideration.
4. These Units are held by Braithwaite Family Foundation. The reporting person is the Trustee of the Braithwaite Family Foundation. The reporting person disclaims beneficial ownership of these Units except to the extent of his pecuniary interest therein.
5. These Units are held by Braithwaite Family Partnership, LP. The reporting person is the sole general partner of Braithwaite Family Partnership, LP. The reporting person disclaims beneficial ownership of these Units except to the extent of his pecuniary interest therein.

**Signatures**

/s/ James C. Braithwaite

\*\* Signature of Reporting Person

01/05/2006

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**