We often urge elementary school mathematics teachers to focus on and analyze student thinking and support kids who invent their own algorithms. But often times upper division courses have a structure that allows instructors almost no access to their students’ thought process. We often walk into classes with strong expectations about what students will say and do. How can we relinquish some of these expectations while still creating a structure for students so that they do not feel like the instructor is ”winging it”? I’ll provide some examples of techniques I’ve tried in my Real Analysis class as well as a course for future teachers. Student work will be provided to help give some insight into student thinking and progress. (Received September 11, 2012)