

Edgar Filing: BROOKFIELD ASSET MANAGEMENT INC. - Form 13F-HR/A

BROOKFIELD ASSET MANAGEMENT INC.
Form 13F-HR/A
July 05, 2012

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

Form 13F-HR

FORM 13F-HR COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2011

Check here if Amendment [X]; Amendment Number: 1
This Amendment (Check only one): is a restatement
 adds new holdings entries

Institutional Investment Manager Filing this Report:

Name: Brookfield Asset Management Inc.
Address: Brookfield Place
181 Bay Street, Suite 300
Toronto, Ontario M5J 2T3

Form 13F File Number: 028-14349

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: A.J. Silber
Title: Vice President, Legal Affairs
Phone: 416-359-8598

Signature, Place, and Date of Signing:

/s/ A.J. Silber	Toronto, CA	07/03/2012
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[Signature]	[Place]	[Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

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Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 125

Form 13F Information Table Value Total: 12828

 (thousands)

Confidential information has been omitted from the form 13F and filed separately with the Securities and Exchange Commission.

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	13F File Number	Name
(1)	028-13826	Brookfield Investment Management Inc.
(2)	028-13827	AMP Capital Brookfield (US) LLC
(3)	028-14362	Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP

Brookfield Asset Management Inc.
 FORM 13F
 As of December 31, 2011

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Discretn	Other Manager	Voting Authority
Alexander's Inc.....	COM	014752109	6024	16280	SH		Defined	(1) (2)	
American Water Works Co Inc.....	COM	030420103	13563	425700	SH		Defined	(1) (2)	
Annaly Capital Management Inc.....	COM	035710409	2956	185200	SH		Defined	(1) (2)	
AvalonBay Communities Inc.....	COM	053484101	95064	727902	SH		Defined	(1) (2)	
Avatar Holdings Inc.....	COM	053494100	4260	593305	SH		Defined	(1) (2)	
BANK OF AMERICA CORPORATION.....	COM	060505104	31,155	5,603,500	SH		Defined		
BANK OF AMERICA CORP.....	COM	060505104	31155	5603500	SH		Defined	(1)	
BANK OF AMERICA CORPORATION.....	*W EXP 10/28/201	060505153	139	450,000	SH		Defined		
BANK OF AMERICA CORP.....	*W EXP 10/28/201	060505153	140	450000	SH		Defined	(1)	
BANK MONTREAL QUE.....	COM	063671101	192	3500	SH		Defined		
BANK NOVA SCOTIA HALIFAX.....	COM	064149107	174	3500	SH		Defined		

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Boston Properties Inc....	COM	101121101	123858	1243559	SH	Defined	(1) (2)
Brandywine Realty Trust.....	SH BEN INT						
BREITBURN ENERGY PARTNERS LP.....	NEW	105368203	76132	8013946	SH	Defined	(1) (2)
BROOKDALE SR LIVING INC.....	COM UT						
Brookdale Senior Living Inc.....	LTD PTN	106776107	249	13075	SH	Defined	(1)
BROOKFIELD OFFICE PPTYS INC.....	COM	112463104	1078	62000	SH	Defined	
Brookfield Properties Corp.....	COM	112463104	145194	8349258	SH	Defined	(1) (2)
Camden Property Trust....	COM	112900105	3900030	249,362,561	SH	Defined	
CDN IMPERIAL BK OF COMMERCE.....	COM	112900105	55489	3547886	SH	Defined	(1) (2)
CANADIAN NAT RES LTD.....	SH BEN INT	133131102	74174	1191738	SH	Defined	(1) (2)
CEDAR FAIR L P.....	COM	136069101	166	2300	SH	Defined	
CEMEX SAB DE CV.....	COM	136385101	224	6000	SH	Defined	
CEMEX SAB DE CV.....	DEPOSITRY UNIT	150185106	1046	48639	SH	Defined	
CITIGROUP INC.....	SPON ADR						
Commonwealth REIT.....	NEW	151290889	3,778	701,000	SH	Defined	
Commonwealth REIT 6.50% Serie.....	SPON ADR						
Cemig SA.....	NEW	151290889	3778	701000	SH	Defined	(1)
Crown Castle International Cor.....	COM NEW	172967424	27868	1059200	SH	Defined	(1)
Digital Realty Trust Inc.....	COM SH						
EastGroup Properties Inc.....	BEN INT	203233101	5791	348000	SH	Defined	(1) (2)
Emeritus Corp.....	6.50% PFD						
Enterprise Products Partners L.....	CUM Co	203233408	5748	283300	SH	Defined	(1) (2)
Essex Property Trust Inc.....	SP ADR N-V						
Forest City Enterprises Inc.....	PFD	204409601	10151	570600	SH	Defined	(1) (2)
GENERAL GROWTH PPTYS INC NEW.....	COM	228227104	20436	456150	SH	Defined	(1) (2)
General Growth Properties Inc.....	COM	253868103	5018	75271	SH	Defined	(1) (2)
HUNTSMAN CORP.....	COM	277276101	27505	632600	SH	Defined	(1) (2)
Inergy LP.....	COM	291005106	14047	802237	SH	Defined	(1) (2)
ITC Holdings Corp.....	COM	293792107	13835	298300	SH	Defined	(1) (2)
LAS VEGAS SANDS CORP.....	COM	297178105	74245	528400	SH	Defined	(1) (2)
LENNAR CORP.....	CL A	345550107	1157	97900	SH	Defined	(1) (2)
Lennar Corp.....	CL A	370023103	5342975	355724031	SH	Defined	(3)
LENNAR CORPORATION.....	COM	370023103	126284	8407708	SH	Defined	(1) (2)
LOWES COS INC.....	COM	447011107	1219	121871	SH	Defined	(1)
MarkWest Energy Partners LP.....	UNIT LTD						
	PTNR	456615103	4860	199000	SH	Defined	(1) (2)
	COM	465685105	12854	169400	SH	Defined	(1) (2)
	COM	517834107	1043	24,400	SH	Defined	
	CL A	526057104	197	10,000	SH	Defined	
	CL A	526057104	51657	2628862	SH	Defined	(1) (2)
	CL B	526057302	481	30,870	SH	Defined	
	CL B	526057302	481	30870	SH	Defined	(1)
	COM	548661107	1053	41,500	SH	Defined	
	UNIT LTD						
	PARTN	570759100	7582	137700	SH	Defined	(1) (2)

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National Grid PLC.....	SPON ADR						
	NEW	636274300	6855	141400	SH	Defined	(1) (2)
NISKA GAS STORAGE	UNIT LTD						
PARTNERS LLC.....	LIABI	654678101	111	12500	SH	Defined	(1)
NORTH AMERICAN							
ENERGY PARTNERS.....	COM	656844107	4545	705698	SH	Defined	(1)
Northeast Utilities.....	COM	664397106	5688	157707	SH	Defined	(1) (2)
NorthWestern Corp.....	COM	668074305	6668	186300	SH	Defined	(1) (2)
Oneok Inc.....	COM	682680103	16254	187500	SH	Defined	(1) (2)
PAA Natural Gas Storage	COM UNIT						
LP.....	LTD	693139107	4729	252200	SH	Defined	(1) (2)
Pennsylvania Real Estate							
Inves.....	SH BEN INT	709102107	15480	1482751	SH	Defined	(1) (2)
Plains All American	UNIT LTD						
Pipeline L.....	PARTN	726503105	7066	96200	SH	Defined	(1) (2)
RamcoGershenson	PERP PFD-						
Series D 7.25.....	D CV	751452608	3283	77000	SH	Defined	(1) (2)
Rayonier Inc.....	COM	754907103	55889	1252281	SH	Defined	(1) (2)
ROYAL BK CDA							
MONTREAL QUE.....	COM	780087102	255	5000	SH	Defined	
RYLAND GROUP INC.....	COM	783764103	303	19250	SH	Defined	(1)
Sempra Energy.....	COM	816851109	8508	154684	SH	Defined	(1) (2)
Simon Property Group							
Inc.....	COM	828806109	292772	2270608	SH	Defined	(1) (2)
Spectra Energy Corp.....	COM	847560109	48137	1565430	SH	Defined	(1) (2)
TECK COMINCO							
LIMITED.....	CL B	878742204	2562	72800	SH	Defined	(1)
TECUMSEH PRODS CO.....	CL B	878895101	2225	500000	SH	Defined	
TORONTO DOMINION							
BK ONT.....	COM	891160509	322	4300	SH	Defined	
Vornado Realty Trust.....	SH BEN INT	929042109	1960	25500	SH	Defined	(1) (2)
Weingarten Realty							
Investors.....	SH BEN INT	948741103	1183	54200	SH	Defined	(1) (2)
Weyerhaeuser Co.....	COM	962166104	5618	300900	SH	Defined	(1) (2)
Williams Cos Inc/The.....	COM	969457100	822	24900	SH	Defined	(1) (2)
JPMORGAN CHASE &	*W EXP						
CO.....	10/28/201	46634E114	850	100000	SH	Defined	(1)
Alerian MLP ETF.....	Alerian MLP	00162Q866	189	11354	SH	Defined	(1) (2)
B&G FOODS INC.....	COM	05508R106	481	20000	SH	Defined	(1)
Beazer Homes USA Inc.....	COM	07556Q105	3146	1268505	SH	Defined	(1) (2)
BROOKFIELD							
RESIDENTIAL							
PPTYS.....	COM	11283W104	573981	73,493,112	SH	Defined	
Brookfield Residential							
Propert.....	COM	11283W104	6066	776710	SH	Defined	(1) (2)
CenterPoint Energy Inc...	COM	15189T107	20119	1001440	SH	Defined	(1) (2)
Chesapeake Midstream							
Partners.....	UNIT	16524K108	7154	246700	SH	Defined	(1) (2)
China Real Estate							
Information.....	ADR	16948Q103	1968	485900	SH	Defined	(1) (2)
Coresite Realty Corp.....	COM	21870Q105	19150	1074620	SH	Defined	(1) (2)
Corporate Office							
Properties Tr.....	SH BEN INT	22002T108	102018	4798568	SH	Defined	(1) (2)
Crosstex Energy Inc.....	COM	22765Y104	3404	269300	SH	Defined	(1) (2)
DDR Corp.....	COM	23317H102	79784	6555779	SH	Defined	(1) (2)
D R HORTON INC.....	COM	23331A109	123	9,750	SH	Defined	
Douglas Emmett Inc.....	COM	25960P109	68429	3751577	SH	Defined	(1) (2)
El Paso Corp.....	COM	28336L109	17414	655400	SH	Defined	(1) (2)
Enbridge Inc.....	COM	29250N105	51497	1380365	SH	Defined	(1) (2)
Enbridge Energy Partners							
LP.....	COM	29250R106	11646	350900	SH	Defined	(1) (2)
Energy Transfer Partners	UNIT LTD						

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LP.....	PARTN	29273R109	6213	135500	SH	Defined	(1) (2)
Energy Transfer Equity	COM UT						
LP.....	LTD PTN	29273V100	14073	346800	SH	Defined	(1) (2)
EPR 5.75% Pfd	PFD C CNV						
Series C.....	5.75%	29380T402	1142	59400	SH	Defined	(1) (2)
Equity Lifestyle							
Properties In.....	COM	29472R108	47176	707392	SH	Defined	(1) (2)
Equity Residential.....	SH BEN INT	29476L107	60864	1067222	SH	Defined	(1) (2)
FRONTIER							
COMMUNICATIONS							
CORP.....	COM	35906A108	495	96075	SH	Defined	(1)
GENERAL MOTORS CO.....	COM	37045V100	12894	636126	SH	Defined	(1)
GENERAL MOTORS CO.....	*W EXP						
	07/10/201	37045V118	109	9,254	SH	Defined	
GENERAL MOTORS CO.....	*W EXP						
	07/10/201	37045V118	401	34206	SH	Defined	(1)
GENERAL MOTORS CO.....	*W EXP						
	07/10/201	37045V126	72	9,254	SH	Defined	
GENERAL MTRS CO.....	*W EXP						
	07/10/201	37045V126	1216	60,000	SH	Defined	
GENERAL MOTORS CO.....	*W EXP						
	07/10/201	37045V126	267	34206	SH	Defined	(1)
Health Care REIT Inc.....	COM	42217K106	97694	1791568	SH	Defined	(1) (2)
HOWARD HUGHES							
CORP.....	COM	44267D107	107095	2424618	SH	Defined	(3)
JP MORGAN CHASE &							
CO.....	COM	46625H100	24289	730500	SH	Defined	(1)
KB Home.....	COM	48666K109	6009	894200	SH	Defined	(1) (2)
Kinder Morgan							
Management LLC.....	SHS	49455U100	10125	128950	SH	Defined	(1) (2)
MITEL NETWORKS							
CORP.....	COM	60671Q104	1240	389800	SH	Defined	(1)
NuStar Energy LP.....	UNIT COM	67058H102	6527	115200	SH	Defined	(1) (2)
Parkway Properties Inc/ Md.....	COM	70159Q104	10338	1048454	SH	Defined	(1) (2)
ProLogis.....	COM	74340W103	118516	4145355	SH	Defined	(1) (2)
Provident Energy Ltd.....	COM	74386V100	3241	334500	SH	Defined	(1) (2)
Public Storage.....	COM	74460D109	168648	1254260	SH	Defined	(1) (2)
Regency Energy Partners	COM UNITS						
LP.....	L P	75885Y107	6993	281300	SH	Defined	(1) (2)
SBA Communications							
Corp.....	COM	78388J106	16226	377700	SH	Defined	(1) (2)
SL Green Realty Corp.....	COM	78440X101	82196	1233426	SH	Defined	(1) (2)
Starwood Hotels &							
Resorts Worl.....	COM	85590A401	69432	1447400	SH	Defined	(1) (2)
Targa Resources Partners							
LP.....	COM UNIT	87611X105	4440	119100	SH	Defined	(1) (2)
Targa Resources Corp.....	COM	87612G101	8268	203200	SH	Defined	(1) (2)
Tesoro Logistics LP.....	COM UNIT						
	LP	88160T107	2902	88200	SH	Defined	(1) (2)
TransCanada Corp.....	COM	89353D107	34225	784803	SH	Defined	(1) (2)
TRANSCANADA CORP.....	COM	89353D107	393	9000	SH	Defined	
Ventas Inc.....	COM	92276F100	117140	2124792	SH	Defined	(1) (2)
WINDSTREAM CORP.....	COM	97381W104	645	54900	SH	Defined	(1)
BROOKFIELD INFRAST	LP INT						
PARTNERS.....	UNIT	G16252101	1355	48930	SH	Defined	
DIANA SHIPPING INC.....	COM	Y2066G104	374	50,000	SH	Defined	
DIANA							
CONTAINERSHIPS							
INC.....	COM	Y2069P101	9	1627	SH	Defined	