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BROOKFIELD ASSET MANAGEMENT INC.

Form 13F-HR/A

October 24, 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: June 30, 2012

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: 416-417-7272

Signature, Place, and Date of Signing:

/s/ A.J. Silber

Toronto, CA

10/24/2012

[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).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2
 Form 13F Information Table Entry Total: 159
 Form 13F Information Table Value Total: 13964797
 (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.
(3)	028-14362	Brookfield Asset Management Private Institutional Capital Adviser(Canada)LP

Brookfield Asset Management Inc.
 FORM 13F
 As of June 30, 2012

NAME OF ISSUER	TITLE OF CLASS	CUSIP	Value (X\$1000)	Shares/ PRN AMT	Sh/ PRN	Put/ CALL	Invstmt DSCRETN	Voting Au ----- Oth MANAG
7 Days Group Holdings Ltd	ADR	81783J101	1069	101200	SH		Defined	
AK STEEL HOLDING CORP	COM	001547108	1761	300000	SH		Defined	
American Water Works Co Inc	COM	030420103	13355	389600	SH		Defined	
AMERICAN WATER WORKS CO INC	COM	03027X100	63508	908426	SH		Defined	
AT&T	COM	00206R102	303	8500	SH		Defined	
AV HOMES INC	COM	00234P102	8579	588429	SH		Defined	
AVALONBAY COMMUNITIES INC	COM	053484101	16482	116500	SH		Defined	
B&G FOODS INC	COM	05508R106	532	20000	SH		Defined	
BANK MONTREAL QUE	COM	063671101	191	3500	SH		Defined	

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BANK NOVA SCOTIA HALIFAX	COM	064149107	181	3500 SH	Defined
BANK OF AMERICA CORP	*W EXP 10/26/201	060505153	360	450000 SH	Defined
BANK OF AMERICA CORPORATION	COM	060505104	45837	5603500 SH	Defined
BEAZER HOMES USA INC	COM	07556Q105	8704	2678005 SH	Defined
BOARDWALK PIPLINE PARTNERS LP	UT LTD PARTNER	096627104	5625	203600 SH	Defined
Brandywine Realty Trust	SH BEN INT NEW	105368203	17756	1438894 SH	Defined
BREITBURN ENERGY PARTNERS LP	COM UT LTD PTN	106776107	217	13075 SH	Defined
Brookdale Senior Living Inc	COM	112463104	72356	4078695 SH	Defined
BROOKDALE SR LIVING INC	COM	112463104	1100	62000 SH	Defined
Brookfield Canada Office Prope	TR UNIT	112823109	975	36100 SH	Defined
BROOKFIELD INFRAST PARTNERS LP INT UNIT	COM	G16252101	1643	48,930 SH	Defined
BROOKFIELD OFFICE PPTYS INC	COM	112900105	4343896	249,362,561 SH	Defined
Brookfield Properties Corp	COM	112900105	1415	81200 SH	Defined
BROOKFIELD RESIDENTIAL PPTYS	COM	11283W104	832677	73,493,112 SH	Defined
Brookfield Residential Propert	COM	11283W104	4771	437690 SH	Defined
Camden Property Trust	SH BEN INT	133131102	21764	321620 SH	Defined
Canadian Imperial Bank of Commerce	COM	136069101	162	2300 SH	Defined
CANADIAN NATL RY CO	COM	136385101	161	6000 SH	Defined
CEDAR FAIR L P	COM	150185106	472	15755 SH	Defined
CELESTICA INC	SUB VTG SHS	15101Q108	6264	862866 SH	Defined
CenterPoint Energy Inc	COM	15189T107	20252	979800 SH	Defined
CENTURYLINK INC	COM	156700106	375	9500 SH	Defined
CGI GROUP INC	CL A SUB VTG	39945C109	21536	894763 SH	Defined
Chesapeake Midstream Partners	UNIT	16524K108	10846	398600 SH	Defined
CITIGROUP INC	COM NEW	172967424	100	3653 SH	Defined
CITIGROUP INC	COM NEW	172967424	31548	1150950 SH	Defined
Commonwealth REIT	6.50% PFD CUM CO	203233408	7509	342085 SH	Defined
Consolidated Edison Inc	COM	209115104	14832	238500 SH	Defined
Crown Castle International Cor	COM	228227104	26400	450050 SH	Defined
DDR Corp	COM	23317H102	29942	2045241 SH	Defined
DIANA SHIPPING INC DSX	COM	Y2066G104	389	50,000 SH	Defined
Douglas Emmett Inc	COM	25960P109	27369	1184800 SH	Defined
DuPont Fabros Technology Inc	COM	26613Q106	3867	135400 SH	Defined
E-House China Holdings Ltd	ADR	26852W103	8199	1490800 SH	Defined
Emeritus Corp	COM	291005106	11350	674402 SH	Defined
Enbridge Energy Partners LP	COM	29250R106	10797	350900 SH	Defined
Enbridge Inc	COM	29250N105	62063	1551907 SH	Defined
ENDEAVOUR SILVER CORP	COM	29258Y103	6451	794489 SH	Defined
Energen Corp	COM	29265N108	505	11200 SH	Defined

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Energy Transfer Equity LP	COM UT LTD PTN	29273V100	14140	344700 SH	Defined
Energy Transfer Partners LP	UNIT LTD PARTN	29273R109	5988	135500 SH	Defined
Enterprise Products Partners L	COM	293792107	19282	376300 SH	Defined
Entertainment PPTYS TR EQT Corp	CONV PFD 9% SR E	29380T600	7194	263505 SH	Defined
Equity Lifestyle Properties In	COM	29472R108	766	11100 SH	Defined
Equity Residential	SH BEN INT	29476L107	368	5900 SH	Defined
Essex Property Trust Inc	COM	297178105	28875	187600 SH	Defined
Exterran Partners LP	COM UNITS	30225N105	6252	325100 SH	Defined
FERRELLGAS PARTNERS LP	UNIT LTD PART	315293100	127	6750 SH	Defined
First Industrial Realty Trust	COM	32054K103	20100	1592730 SH	Defined
FIRSTSERVICE CORP	SUB VTG SHS	33761N109	6862	240950 SH	Defined
FRONTIER COMMUNICATIONS CORP	COM	35906A108	210	54895 SH	Defined
GENERAL GROWTH PPTYS INC NEW	COM	370023103	6434533	357662764 SH	Defined
General Growth Properties Inc	COM	370023103	20760	1147603 SH	Defined
GENERAL MTRS CO	COM	37045V100	12869	652564 SH	Defined
GENERAL MTRS CO	*W EXP 07/10/201	37045V118	479	43445 SH	Defined
GENERAL MTRS CO	*W EXP 07/10/201	37045V126	295	43445 SH	Defined
Glimcher Realty Trust	SH BEN INT	379302102	846	82731 SH	Defined
Health Care REIT Inc	COM	42217K106	45696	783800 SH	Defined
HOWARD HUGHES CORP	COM	44267D107	148896	2424618 SH	Defined
Hudson Pacific Properties Inc	COM	444097109	19794	1136918 SH	Defined
HUNTSMAN CORP	COM	447011107	1542	119175 SH	Defined
Hyatt Hotels Corp	COM CL A	448579102	3567	96000 SH	Defined
Inergy LP	UNIT LTD PARTN	456615103	19478	1046100 SH	Defined
IRSA Inversiones y Representac	GLOBL DEP RCPT	450047204	1478	208425 SH	Defined
ISHARES	S&P 500 INDEX	464287200	2134	15607 SH	Defined
ISHARES	MSCI EMRG MKT	464287234	718	18359 SH	Defined
ISHARES	S&P 500 GRW	464287309	886	12059 SH	Defined
ISHARES	S&P 500 VALUE	464287408	567	9103 SH	Defined
ISHARES	MSCI EAFE INDEX	464287465	1181	23640 SH	Defined
ISHARES	S&P MIDCAP 400	464287507	2583	27433 SH	Defined
ISHARES	RUSSELL 100	464287622	1398	18582 SH	Defined
ISHARES	S&P SMLCO VALU	464287879	1425	19167 SH	Defined
ISHARES	S&P SMLCP GROW	464287887	1550	19199 SH	Defined
iStar Financial Inc	COM	45031U101	10203	1581867 SH	Defined
JP MORGAN CHASE & CO	*W EXP 0/26/201	46634E114	977	100000 SH	Defined
JP MORGAN CHASE & CO	COM	46625H100	26101	730500 SH	Defined
JUST ENERGY GROUP INC	COM	48213W101	363	33368 SH	Defined
KB Home	COM	48666K109	7490	764300 SH	Defined
Kilroy Realty Corp	COM	49427F108	29428	607900 SH	Defined
Kinder Morgan Inc	COM	49456B101	46533	1444226 SH	Defined
Kinder Morgan Inc	*W EXP 05/25/201	49456B119	1762	815680 SH	Defined
Kinder Morgan Management LLC	SHS	49455U100	9762	132966 SH	Defined
LAS VEGAS SAND CORP LVS	COM	517834107	274	6,300 SH	Defined

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LEAR CORP	COM	521865204	817	21,660	SH	Defined
Lennar Corp	CL A	526057104	2680	86700	SH	Defined
Liberty Property Trust	SH BEN INT	531172104	40937	1111200	SH	Defined
LOWE'S COMPANIES INC	COM	548661107	1173	41,500	SH	Defined

NAME OF ISSUER	TITLE OF CLASS	CUSIP	Value (X\$1000)	Shares/ PRN AMT	Sh/ PRN	Put/ CALL	Invstmt DSCRETN	Oth MANAG
Marathon Petroleum Corporation	COM	56585A102	853	19000	SH		Defined	
MarkWest Energy Partners LP	UNIT LTD PARTN	570759100	11336	229900	SH		Defined	
MGM Resorts International	COM	552953101	5002	448200	SH		Defined	
MITEL NETWORKS CORP	COM	60671Q104	610	138000	SH		Defined	
NISKA GAS STORAGE PARTNERS LLC	UNIT LTD LIABI	654678101	151	12500	SH		Defined	
NiSource Inc	COM	65473P105	11484	464000	SH		Defined	
NORTH AMERICAN ENERGY PARTNERS	COM	656844107	1821	705698	SH		Defined	
Northeast Utilities	COM	664397106	15842	408200	SH		Defined	
NorthWestern Corp	COM NEW	668074305	5252	143100	SH		Defined	
NuStar Energy LP	UNIT COM	67058H102	3665	68000	SH		Defined	
Oneok Inc	COM	682680103	25614	605400	SH		Defined	
OPEN TEXT CORP	COM	683715106	10983	220100	SH		Defined	
ORACLE CORPORATION	COM	68389X105	226	7600	SH		Defined	
PAA Natural Gas Storage LP	COM UNIT LTD	693139107	3172	177500	SH		Defined	
Parkway Properties Inc/Md	COM	70159Q104	11994	1048454	SH		Defined	
Pembina Pipeline Corp	COM	706327103	15016	586588	SH		Defined	
Pennsylvania Real Estate Inves	SH BEN INT	709102107	11063	738485	SH		Defined	
PG & E Corporation	COM	69331C108	40901	903500	SH		Defined	
Plains All American Pipeline L	UNIT LTD PARTN	726503105	10101	125000	SH		Defined	
PRECISION DRILLING CORP	COM 2010	74022D308	4715	680425	SH		Defined	
ProLogis	COM	74340W103	19589	589500	SH		Defined	
Public Storage	COM	74460D109	89347	618702	SH		Defined	
Ramco-Gershenson PPTYS TR	PERP PFD-D CV	751452608	2035	40700	SH		Defined	
Rayonier Inc	COM	754907103	15151	337431	SH		Defined	
Regency Centers Corp	COM	758849103	271	5700	SH		Defined	
ROUSE PPTYS INC	COM	779287101	358307	26580603	SH		Defined	
ROYAL BK CDA MONTREAL QUE	COM	780087102	253	5000	SH		Defined	
SBA Communications Corp	COM	78388J106	22985	402900	SH		Defined	
Sempra Energy	COM	816851109	30733	446184	SH		Defined	
SILVER STANDARD RESOURCES INC	COM	82823L106	3978	353947	SH		Defined	
Simon Property Group Inc	COM	828806109	93990	603819	SH		Defined	

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SL Green Realty Corp	COM	78440X101	51272	638983	SH	Defined
Southwest Gas Corp	COM	844895102	13497	309200	SH	Defined
SPDR S&P MIDCAP 400 ETF TRUST	UTSERI S&PCR	78467Y107	2679	15640	SH	Defined
SPDR TRUST SERIES I	TR UNIT	78462F103	2348	17252	SH	Defined
Spectra Energy Corp	COM	847560109	33358	1147900	SH	Defined
SUN LIFE FIN OF CANADA	COM	866796105	3878	175100	SH	Defined
Sunoco Logistics Partners LP	COM	86764L108	664	18300	SH	Defined
Sunstone Hotel Investors Inc	COM	867892101	5005	455400	SH	Defined
Sunstone Hotel Investors Inc	CV 8% SUM PFD-D	867892507	204	8100	SH	Defined
TAHOE RESOURCES INC	COM	873868103	8307	990500	SH	Defined
TECK COMINCO LIMITED	CL B	878742204	2295	72800	SH	Defined
TECUMSEH PRODS CO	COM	878895101	2450	500,000	SH	Defined
Tesoro Logistics LP	COM UNIT LP	88160T107	3997	117900	SH	Defined
The Williams Companies, Inc.	COM	969457100	16012	555600	SH	Defined
Toll Brothers Inc	COM	889478103	8916	299900	SH	Defined
TORONTO DOMINION BK ONT	COM	891160509	333	4300	SH	Defined
TransCanada Corp	COM	89353D107	54767	1304980	SH	Defined
TRANSCANADA CORP	COM	89353D107	377	9000	SH	Defined
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	3915	106500	SH	Defined
TRW AUTOMOTIVE HOLDINGS CORP	COM	87264S106	3915	106500	SH	Defined
UDR Inc	COM	902653104	23601	913336	SH	Defined
VALEANT PHARMACEUTICALS INTERN	COM	91911K102	10185	396173	SH	Defined
Ventas Inc	COM	92276F100	35714	565813	SH	Defined
VERIZON COMMUNICATIONS INC	COM	92343V104	333	7500	SH	Defined
Weingarten Realty Investors	SH BEN INT	948741103	10844	411700	SH	Defined
Weyerhaeuser Co	COM	962166104	38687	1730200	SH	Defined
WGL Holdings Inc	COM	92924F106	7469	187900	SH	Defined
Williams Partners LP	COM UNIT L P	96950F104	6031	115442	SH	Defined
WINDSTREAM CORP	COM	97381W104	276	28550	SH	Defined
Winthrop Realty Trust	SH BENINT NEW	976391300	4077	335286	SH	Defined
WYNN RESORTS LTD	COM	983134107	5259	50700	SH	Defined