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BROOKFIELD ASSET MANAGEMENT INC.  
Form 13F-HR  
November 14, 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: September 30, 2012

Check here if Amendment ; Amendment Number: -----

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	11/14/2012
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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).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2  
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 Form 13F Information Table Entry Total: 161  
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 Form 13F Information Table Value Total: 8799347  
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 (thousands)

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
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(1)	028-13826	Brookfield Investment Management Inc.
(2)	028-14362	Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP

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

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Put/ Prn Call	Invstmt Dscretn M
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7 Days Group Holdings Ltd	ADR	81783J101	3000	258135 SH		Defined
Access Midstream Partners LP U	UNIT	00434L109	13654	412134 SH		Defined
AK STEEL HOLDING CORP	COM	001547108	1440	300000 SH		Defined
ALTRIA GROUP INC.	COM	02209S103	304	9100 SH		Defined
American Tower Corp	COM	03027X100	54736	766715 SH		Defined
American Water Works Co Inc	COM	030420103	14820	399900 SH		Defined
AT&T	COM	00206R102	645	17100 SH		Defined
AV Homes Inc	COM	00234P102	7632	514311 SH		Defined
B&G FOODS INC	COM	05508R106	606	20000 SH		Defined
BANK MONTREAL QUE	COM	636711101	207	3500 SH		Defined
BANK NOVA SCOTIA HALIFAX	COM	064149107	192	3500 SH		Defined
BANK OF AMERICA CORP	COM	060505104	49479	5603500 SH		Defined
BANK OF AMERICA CORP	*W EXP 10/28/201	060505153	320	450000 SH		Defined
Beazer Homes USA Inc	COM	07556Q105	15305	4311327 SH		Defined
Blackstone Group LP	COM UNIT LTD	09253U108	8729	611300 SH		Defined
Boardwalk Pipeline Partners LP	UT LTD PARTNER	096627104	5281	189300 SH		Defined
Brandywine Realty Trust	SH BEN INT NEW	105368203	17070	1400294 SH		Defined



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HOWARD HUGHES CORP	COM	44267D107	172269	2424618	SH	Defined
Hudson Pacific Properties Inc	COM	444097109	5190	280535	SH	Defined
HUNTSMAN CORP	COM	447011107	2157	144871	SH	Defined
Inergy LP	UNIT LTD PTNR	456615103	14736	774357	SH	Defined
Iron Mountain Inc	COM	462846106	31020	909400	SH	Defined
IRSA Inversiones y Representac	GLOBL DEP RCPT	450047204	477	68300	SH	Defined
iShares Inc	MSCI France	464286707	229	10900	SH	Defined
ISHARES TR	S&P 500 INDEX	464287200	2254	15607	SH	Defined
ISHARES TR	MSCI EMERG MKT	464287234	861	20825	SH	Defined
ISHARES TR	S&P500 GRW	464287309	939	12059	SH	Defined
ISHARES TR	S&P 500 VALUE	464287408	599	9103	SH	Defined
ISHARES TR	MSCI EAFE INDEX	464287465	1253	23640	SH	Defined
ISHARES TR	S&P MIDCAP 400	464287507	2707	27433	SH	Defined
ISHARES TR	RUSSELL 1000	464287622	1477	18582	SH	Defined
ISHARES TR	S&P SMLCP VALU	464287879	1514	19167	SH	Defined
ISHARES TR	S&P SMLCP GROW	464287887	1605	19199	SH	Defined
ISHARES TR	MSCI VAL IDX	464288877	213	4699	SH	Defined
ISHARES TR	MSCI GRW IDX	464288885	228	4037	SH	Defined
iStar Financial Inc	COM	45031U101	8929	1078400	SH	Defined
JP MORGAN CHASE & CO	COM	46625H100	29571	730500	SH	Defined
JPMORGAN CHASE & CO	*W EXP 10/28/201	46634E114	1029	100000	SH	Defined
JUST ENERGY GROUP INC	COM	48213W101	364	33368	SH	Defined
KB Home	COM	48666K109	7801	543600	SH	Defined
Keyera Corp	COM	493271100	15000	309733	SH	Defined
Kilroy Realty Corp	COM	49427F108	35273	787700	SH	Defined
Kinder Morgan Inc	COM	49456B101	52468	1477132	SH	Defined
Kinder Morgan Inc	*W EXP 05/25/201	49456B119	158	45376	SH	Defined
Kinder Morgan Management LLC	SHS	49455U100	10156	132934	SH	Defined
LAS VEGAS SANDS CORP	COM	517834107	176	3800	SH	Defined
LEAR CORP	COM NEW	521865204	819	21660	SH	Defined
Lennar Corp	CL A	526057104	2775	79800	SH	Defined
Liberty Property Trust	SH BEN INT	531172104	35771	987069	SH	Defined
LOWES COS INC	COM	548661107	1255	41500	SH	Defined
Macerich Co/The	COM	554382101	916	16000	SH	Defined
Magellan Midstream Partners LP	COM UNIT RP LP	559080106	6078	69500	SH	Defined
Marathon Petroleum Corporation	COM	56585A102	1032	18900	SH	Defined
Markwest Energy Partners LP	UNIT LTD PARTN	570759100	11006	202244	SH	Defined
MCDONALDS CORP	COM	580135101	321	3500	SH	Defined
MGM Resorts International	COM	552953101	5378	500300	SH	Defined
Mid-America Apartment Communit	COM	59522J103	11410	174700	SH	Defined
MITEL NETWORKS CORP	COM	60671Q104	251	93000	SH	Defined
National Grid PLC	SPON ADR NEW	636274300	8581	155000	SH	Defined
NISKA GAS STORAGE PARTNERS LLC	UNIT LTD LIABI	654678101	157	12500	SH	Defined
NiSource Inc	COM	65473P105	17817	699258	SH	Defined
NORTH AMERICAN ENERGY PARTNERS	COM	656844107	2032	705698	SH	Defined
Northeast Utilities	COM	664397106	17399	455116	SH	Defined
NorthWestern Corp	COM NEW	668074305	4992	137800	SH	Defined
Oneok Inc	COM	682680103	28724	594583	SH	Defined
PAA Natural Gas Storage LP	COM UNIT LTD	693139107	3532	177500	SH	Defined
Pembina Pipeline Corp	COM	706327103	21834	777732	SH	Defined
Pennsylvania Real Estate Inves	SH BEN INT	709102107	13874	874785	SH	Defined
PFIZER INC	COM	717081103	328	13200	SH	Defined
PG & E Corporation	COM	69331C108	37972	889900	SH	Defined
Plains All American Pipeline L	UNIT LTD PARTN	726503105	11369	128899	SH	Defined
ProLogis	COM	74340W103	27789	793300	SH	Defined

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Public Storage	COM	74460D109	75681	543802	SH	Defined
QEP Resources Inc.	COM	74733V100	731	23100	SH	Defined
Ramco-Gershenson PPTYS TR	PERP PFD-D CV	751452608	2081	40700	SH	Defined
Rayonier Inc	COM	754907103	38842	792531	SH	Defined
ROUSE PPTYS INC	COM	779287101	381432	26580603	SH	Defined
ROYAL BK CDA MONTREAL QUE	COM	780087102	827	14400	SH	Defined
SBA Communications Corp	COM	78388J106	22172	352500	SH	Defined
Sempra Energy	COM	816851109	31026	481093	SH	Defined
Simon Property Group Inc	COM	828806109	85244	561519	SH	Defined
SL Green Realty Corp	COM	78440X101	33906	423451	SH	Defined
Southwest Gas Corp	COM	844895102	14743	333549	SH	Defined
Sovran Self Storage Inc	COM	84610H108	17390	300600	SH	Defined
SPDR S&P 500 ETF TR	TR UNIT	78462F103	2484	17252	SH	Defined
SPDR S&P MIDCAP 400 ETF TRUST	TR UNIT	78467Y107	2814	15640	SH	Defined
Spectra Energy Corp	COM	847560109	38652	1316485	SH	Defined
Suburban Propane Partners LP	UNIT LTD PARTN	864482104	827	19992	SH	Defined
SUN LIFE FINANCIAL INC	COM	866796105	4361	191100	SH	Defined
Sunoco Logistics Partners LP	COM UNITS	86764L108	14685	314787	SH	Defined
Sunstone Hotel INVS INC NEW	CV 8% CUM PFD-D	867892507	209	8100	SH	Defined
Targa Resources Partners LP	COM UNIT	87611X105	2556	59600	SH	Defined
TECK COMINCO LIMITED	CL B	878742204	2144	72800	SH	Defined
TECUMSEH PRODS CO	CL B	878895101	2800	500000	SH	Defined
The Williams Companies, Inc.	COM	969457100	36204	1035300	SH	Defined
Toll Brothers Inc	COM	889478103	6064	182500	SH	Defined
TORONTO DOMINION BK ONT	COM NEW	891160509	358	4300	SH	Defined
TransCanada Corp	COM	89353D107	60086	1321080	SH	Defined
TRW AUTOMOTIVE HOLDINGS CORP	COM	87264S106	4655	106500	SH	Defined
Ventas Inc	COM	92276F100	15763	253213	SH	Defined
VERIZON COMMUNICATIONS INC	COM	92343V104	342	7500	SH	Defined
WAUSAU PAPER CORP	COM	943315101	7173	774634	SH	Defined
Weyerhaeuser Co	COM	962166104	21006	803600	SH	Defined
WGL Holdings Inc	COM	92924F106	6074	150911	SH	Defined
Williams Partners LP	COM UNIT L P	96950F104	2118	38742	SH	Defined
WINDSTREAM CORP	COM	97381W104	555	54900	SH	Defined
WYNN RESORTS LTD	COM	983134107	5853	50700	SH	Defined