

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

BROOKFIELD ASSET MANAGEMENT INC.
Form 13F-HR
August 14, 2012

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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 ; 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

5/15/2012

[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).)

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[] 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:

Number of Other Included Managers: 2
 Form 13F Information Table Entry Total: 157
 Form 13F Information Table Value Total: 13885200
 (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) | 028-14362 | Brookfield Asset Management Private Institutional Capital Adviser (Canada) |

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/ Put/ Prn Call | Invstmt Dscretn | Other Manager | Voting Aut |
|-----------------------------|----------------|-----------|-----------------|-----------------|-------------------|-----------------|---------------|------------|
| 7 Days Group Holdings Ltd | ADR | 81783J101 | 1069 | 101200 | SH | Defined | (1) | |
| AK STEEL HOLDING CORP | COM | 001547108 | 1761 | 300000 | SH | Defined | (1) | |
| AMERICAN WATER WORKS CO INC | COM | 03027X100 | 63508 | 908426 | SH | Defined | (1) | |
| American Water Works Co Inc | COM | 030420103 | 13355 | 389600 | SH | Defined | (1) | |
| AT&T | COM | 00206R102 | 303 | 8500 | SH | Defined | (1) | |
| AV HOMES INC | COM | 00234P102 | 8579 | 588429 | SH | Defined | (1) | |

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| | | | | | | | |
|---|------------------|-----------|---------|-------------|----|---------|-----|
| AVALONBAY COMMUNITIES INC | COM | 053484101 | 16482 | 116500 | SH | Defined | (1) |
| B&G FOODS INC | COM | 05508R106 | 532 | 20000 | SH | Defined | (1) |
| BANK MONTREAL QUE | COM | 063671101 | 191 | 3500 | SH | Defined | |
| BANK NOVA SCOTIA HALIFAX | COM | 064149107 | 181 | 3500 | SH | Defined | |
| BANK OF AMERICA CORP | *W EXP 10/26/201 | 060505153 | 360 | 450000 | SH | Defined | (1) |
| BEAZER HOMES USA INC | COM | 07556Q105 | 8704 | 2678005 | SH | Defined | (1) |
| BOARDWALK PIPELINE PARTNERS LP | UT LTD PARTNER | 096627104 | 5625 | 203600 | SH | Defined | (1) |
| Brandywine Realty Trust | SH BEN INT NEW | 105368203 | 17756 | 1438894 | SH | Defined | (1) |
| BREITBURN ENERGY PARTNERS LP | COM UT LTD PTN | 106776107 | 217 | 13075 | SH | Defined | (1) |
| Brookdale Senior Living Inc | COM | 112463104 | 72356 | 4078695 | SH | Defined | (1) |
| BROOKDALE SR LIVING INC | COM | 112463104 | 1100 | 62000 | SH | Defined | |
| Brookfield Canada Office Prope | TR UNIT | 112823109 | 975 | 36100 | SH | Defined | (1) |
| 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 | (1) |
| BROOKFIELD RESIDENTIAL PPTYS | COM | 11283W104 | 832677 | 73,493,112 | SH | Defined | |
| Brookfield Residential Propert | COM | 11283W104 | 4771 | 437690 | SH | Defined | (1) |
| Camden Property Trust | SH BEN INT | 133131102 | 21764 | 321620 | SH | Defined | (1) |
| 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 | (1) |
| CenterPoint Energy Inc | COM | 15189T107 | 20252 | 979800 | SH | Defined | (1) |
| CENTURYLINK INC | COM | 156700106 | 375 | 9500 | SH | Defined | (1) |
| CGI GROUP INC | CL A SUB VTG | 39945C109 | 21536 | 894763 | SH | Defined | (1) |
| Chesapeake Midstream Partners | UNIT | 16524K108 | 10846 | 398600 | SH | Defined | (1) |
| CITIGROUP INC | COM NEW | 172967424 | 100 | 3653 | SH | Defined | (1) |
| Commonwealth REIT | 6.50% PFD CUM CO | 203233408 | 7509 | 342085 | SH | Defined | (1) |
| Consolidated Edison Inc | COM | 209115104 | 14832 | 238500 | SH | Defined | (1) |
| Crown Castle International Cor | COM | 228227104 | 26400 | 450050 | SH | Defined | (1) |
| DDR Corp | COM | 23317H102 | 29942 | 2045241 | SH | Defined | (1) |

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|-------------------------|----------------|-----------|---------|-----------|----|--|---------|--|-----|
| DIANA SHIPPING | | | | | | | | | |
| INC DSX | COM | Y2066G104 | 389 | 50,000 | SH | | Defined | | |
| Douglas Emmett Inc | COM | 25960P109 | 27369 | 1184800 | SH | | Defined | | (1) |
| DuPont Fabros | | | | | | | | | |
| Technology Inc | COM | 26613Q106 | 3867 | 135400 | SH | | Defined | | (1) |
| E-House China | | | | | | | | | |
| Holdings Ltd | ADR | 26852W103 | 8199 | 1490800 | SH | | Defined | | (1) |
| Emeritus Corp | COM | 291005106 | 11350 | 674402 | SH | | Defined | | (1) |
| Enbridge Energy | | | | | | | | | |
| Partners LP | COM | 29250R106 | 10797 | 350900 | SH | | Defined | | (1) |
| Enbridge Inc | COM | 29250N105 | 62063 | 1551907 | SH | | Defined | | (1) |
| ENDEAVOUR | | | | | | | | | |
| SILVER CORP | COM | 29258Y103 | 6451 | 794489 | SH | | Defined | | (1) |
| Energen Corp | COM | 29265N108 | 505 | 11200 | SH | | Defined | | (1) |
| Energy Transfer | COM UT LTD | | | | | | | | |
| Equity LP | PTN | 29273V100 | 14140 | 344700 | SH | | Defined | | (1) |
| Energy Transfer | UNIT LTD | | | | | | | | |
| Partners LP | PARTN | 29273R109 | 5988 | 135500 | SH | | Defined | | (1) |
| Enterprise Products | | | | | | | | | |
| Partners L | COM | 293792107 | 19282 | 376300 | SH | | Defined | | (1) |
| Entertainment PPTYS | CONV PFD 9% SR | | | | | | | | |
| TR | E | 29380T600 | 7194 | 263505 | SH | | Defined | | (1) |
| EQT Corp | COM | 26884L109 | 681 | 12700 | SH | | Defined | | (1) |
| Equity Lifestyle | | | | | | | | | |
| Properties In | COM | 29472R108 | 766 | 11100 | SH | | Defined | | (1) |
| Equity Residential | SH BEN INT | 29476L107 | 368 | 5900 | SH | | Defined | | (1) |
| Essex Property Trust | | | | | | | | | |
| Inc | COM | 297178105 | 28875 | 187600 | SH | | Defined | | (1) |
| Exterran Partners LP | COM UNITS | 30225N105 | 6252 | 325100 | SH | | Defined | | (1) |
| FERRELLGAS | | | | | | | | | |
| PARTNERS LP | UNIT LTD PART | 315293100 | 127 | 6750 | SH | | Defined | | (1) |
| First Industrial Realty | | | | | | | | | |
| Trust | COM | 32054K103 | 20100 | 1592730 | SH | | Defined | | (1) |
| FIRSTSERVICE | | | | | | | | | |
| CORP | SUB VTG SHS | 33761N109 | 6862 | 240950 | SH | | Defined | | (1) |
| FRONTIER | | | | | | | | | |
| COMMUNICATIONS | | | | | | | | | |
| CORP | COM | 35906A108 | 210 | 54895 | SH | | Defined | | (1) |
| GENERAL | | | | | | | | | |
| GROWTH PPTYS | | | | | | | | | |
| INC NEW | COM | 370023103 | 6434533 | 357662764 | SH | | Defined | | (2) |
| General Growth | | | | | | | | | |
| Properties Inc | COM | 370023103 | 20760 | 1147603 | SH | | Defined | | (1) |

Voting Authority

| Name of Issuer | Title of class | CUSIP | Value (x\$1000) | Shares/ Prn Amt | Sh/ Prn | Put/ Call | Invstmt Dscrtcn | Other Managers | Sole |
|----------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|-------------------|--------|
| GENERAL | | | | | | | | | |
| MOTORS CO | COM | 37045V126 | 407 | 60,000 | SH | | Defined | | |
| GENERAL | | | | | | | | | |
| MOTORS CO | COM | 37045V100 | 13490 | 684072 | SH | | Defined | (1) | 684072 |
| GENERAL | | | | | | | | | |
| MOTORS CO | *W EXP 07/10/201 | 37045V118 | 418 | 37885 | SH | | Defined | (1) | 37885 |
| GENERAL | | | | | | | | | |

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|--------------------------------|------------------|-----------|--------|---------|----|---------|-----|---------|
| MOTORS CO | *W EXP 07/10/201 | 37045V126 | 257 | 37885 | SH | Defined | (1) | 37885 |
| Glimcher Realty Trust | SH BEN INT | 379302102 | 846 | 82731 | SH | Defined | (1) | 43500 |
| Health Care REIT Inc | COM | 42217K106 | 45696 | 783800 | SH | Defined | (1) | 269100 |
| HOWARD HUGHES CORP | COM | 44267D107 | 148896 | 2424618 | SH | Defined | (2) | |
| Hudson Pacific Properties Inc | COM | 444097109 | 19794 | 1136918 | SH | Defined | (1) | 540483 |
| HUNTSMAN CORP | COM | 447011107 | 1542 | 119175 | SH | Defined | (1) | 119175 |
| Hyatt Hotels Corp | COM CL A | 448579102 | 3567 | 96000 | SH | Defined | (1) | 50600 |
| Inergy LP | UNIT LTD PARTN | 456615103 | 19478 | 1046100 | SH | Defined | (1) | 1046100 |
| IRSA Inversiones y Representac | GLOBL DEP RCPT | 450047204 | 1478 | 208425 | SH | Defined | (1) | 208425 |
| ISHARES | S&P 500 INDEX | 464287200 | 2134 | 15607 | SH | Defined | (1) | 15607 |
| ISHARES | MSCI EMRG MKT | 464287234 | 718 | 18359 | SH | Defined | (1) | 18359 |
| ISHARES | S&P 500 GRW | 464287309 | 886 | 12059 | SH | Defined | (1) | 12059 |
| ISHARES | S&P 500 VALUE | 464287408 | 567 | 9103 | SH | Defined | (1) | 9103 |
| ISHARES | MSCI EAFE INDEX | 464287465 | 1181 | 23640 | SH | Defined | (1) | 23640 |
| ISHARES | S&P MIDCAP 400 | 464287507 | 2583 | 27433 | SH | Defined | (1) | 27433 |
| ISHARES | RUSSELL 100 | 464287622 | 1398 | 18582 | SH | Defined | (1) | 18582 |
| ISHARES | S&P SMLCO VALU | 464287879 | 1425 | 19167 | SH | Defined | (1) | 19167 |
| ISHARES | S&P SMLCP GROW | 464287887 | 1550 | 19199 | SH | Defined | (1) | 19199 |
| iStar Financial Inc | COM | 45031U101 | 10203 | 1581867 | SH | Defined | (1) | 835400 |
| JP MORGAN CHASE & CO | COM | 46625H100 | 26101 | 730500 | SH | Defined | (1) | 730500 |
| JP MORGAN CHASE & CO | *W EXP 0/26/201 | 46634E114 | 977 | 100000 | SH | Defined | (1) | 100000 |
| JUST ENERGY GROUP INC | COM | 48213W101 | 363 | 33368 | SH | Defined | | 33368 |
| KB Home | COM | 48666K109 | 7490 | 764300 | SH | Defined | (1) | 404000 |
| Kilroy Realty Corp | COM | 49427F108 | 29428 | 607900 | SH | Defined | (1) | 261500 |
| Kinder Morgan Inc | COM | 49456B101 | 46533 | 1444226 | SH | Defined | (1) | 1444226 |
| Kinder Morgan Inc | *W EXP 05/25/201 | 49456B119 | 1762 | 815680 | SH | Defined | (1) | 815680 |
| Kinder Morgan Management LLC | SHS | 49455U100 | 9762 | 132966 | SH | Defined | (1) | 132966 |
| LAS VEGAS SAND CORP LVS | COM | 517834107 | 274 | 6,300 | SH | Defined | | |
| LEAR CORP | COM | 521865204 | 817 | 21,660 | SH | Defined | | |
| Lennar Corp | CL A | 526057104 | 2680 | 86700 | SH | Defined | (1) | 86700 |
| Liberty Property Trust | SH BEN INT | 531172104 | 40937 | 1111200 | SH | Defined | (1) | 462900 |
| LOWE'S COMPANIES INC | COM | 548661107 | 1173 | 41,500 | SH | Defined | | |
| Marathon Petroleum Corporation | COM | 56585A102 | 853 | 19000 | SH | Defined | (1) | 19000 |
| MarkWest Energy | | | | | | | | |

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|--------------------------------|----------------|-----------|--------|----------|----|---------|-----|--------|
| Partners LP | UNIT LTD PARTN | 570759100 | 11336 | 229900 | SH | Defined | (1) | 229900 |
| MGM Resorts International | COM | 552953101 | 5002 | 448200 | SH | Defined | (1) | 236100 |
| MITEL NETWORKS CORP | COM | 60671Q104 | 610 | 138000 | SH | Defined | (1) | 138000 |
| NISKA GAS STORAGE PARTNERS LLC | UNIT LTD LIABI | 654678101 | 151 | 12500 | SH | Defined | (1) | 12500 |
| NiSource Inc | COM | 65473P105 | 11484 | 464000 | SH | Defined | (1) | 464000 |
| NORTH AMERICAN ENERGY PARTNERS | COM | 656844107 | 1821 | 705698 | SH | Defined | (1) | 705698 |
| Northeast Utilities | COM | 664397106 | 15842 | 408200 | SH | Defined | (1) | 408200 |
| NorthWestern Corp | COM NEW | 668074305 | 5252 | 143100 | SH | Defined | (1) | 143100 |
| NuStar Energy LP | UNIT COM | 67058H102 | 3665 | 68000 | SH | Defined | (1) | 68000 |
| Oneok Inc | COM | 682680103 | 25614 | 605400 | SH | Defined | (1) | 605400 |
| OPEN TEXT CORP | COM | 683715106 | 10983 | 220100 | SH | Defined | (1) | 220100 |
| ORACLE CORPORATION | COM | 68389X105 | 226 | 7600 | SH | Defined | (1) | 7600 |
| PAA Natural Gas Storage LP | COM UNIT LTD | 693139107 | 3172 | 177500 | SH | Defined | (1) | 177500 |
| Parkway Properties Inc/Md | COM | 70159Q104 | 11994 | 1048454 | SH | Defined | (1) | 538700 |
| Pembina Pipeline Corp | COM | 706327103 | 15016 | 586588 | SH | Defined | (1) | 586588 |
| Pennsylvania Real Estate Inves | SH BEN INT | 709102107 | 11063 | 738485 | SH | Defined | (1) | 276700 |
| PG & E Corporation | COM | 69331C108 | 40901 | 903500 | SH | Defined | (1) | 903500 |
| Plains All American Pipeline L | UNIT LTD PARTN | 726503105 | 10101 | 125000 | SH | Defined | (1) | 125000 |
| PRECISION DRILLING CORP | COM 2010 | 74022D308 | 4715 | 680425 | SH | Defined | (1) | 680425 |
| ProLogis | COM | 74340W103 | 19589 | 589500 | SH | Defined | (1) | 294400 |
| Public Storage | COM | 74460D109 | 89347 | 618702 | SH | Defined | (1) | 250934 |
| Ramco-Gershenson PPTYS TR | PERP PFD-D CV | 751452608 | 2035 | 40700 | SH | Defined | (1) | 40700 |
| Rayonier Inc | COM | 754907103 | 15151 | 337431 | SH | Defined | (1) | 156731 |
| Regency Centers Corp | COM | 758849103 | 271 | 5700 | SH | Defined | (1) | 5700 |
| ROUSE PPTYS INC | COM | 779287101 | 358307 | 26580603 | SH | Defined | (2) | |
| ROYAL BK CDA MONTREAL QUE | COM | 780087102 | 253 | 5000 | SH | Defined | | 5000 |
| SBA Communications Corp | COM | 78388J106 | 22985 | 402900 | SH | Defined | (1) | 402900 |
| Sempra Energy | COM | 816851109 | 30733 | 446184 | SH | Defined | (1) | 446184 |

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| SILVER | | | | | | | | | |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|-------------------|--------|
| STANDARD | | | | | | | | | |
| RESOURCES | | | | | | | | | |
| INC | | | | | | | | | |
| Name of Issuer | Title of class | CUSIP | Value (x\$1000) | Shares/ Prn Amt | Sh/ Prn | Put/ Call | Invstmt Discretn | Other Managers | Sole |
| Simon Property Group Inc | COM | 82823L106 | 3978 | 353947 | SH | | Defined | (1) | 353947 |
| SL Green Realty Corp | COM | 828806109 | 93990 | 603819 | SH | | Defined | (1) | 240903 |
| Southwest Gas Corp | COM | 78440X101 | 51272 | 638983 | SH | | Defined | (1) | 267000 |
| Southwest Gas Corp | COM | 844895102 | 13497 | 309200 | SH | | Defined | (1) | 309200 |
| Voting Authority | | | | | | | | | |
| ----- | | | | | | | | | |
| SPDR S&P MIDCAP 400 ETF TRUST | UTSERI S&PCRP | 78467Y107 | 2679 | 15640 | SH | | Defined | (1) | 15640 |
| SPDR TRUST SERIES I | TR UNIT | 78462F103 | 2348 | 17252 | SH | | Defined | (1) | 17252 |
| Spectra Energy Corp | COM | 847560109 | 33358 | 1147900 | SH | | Defined | (1) | 114790 |
| SUN LIFE FIN OF CANADA | COM | 866796105 | 3878 | 175100 | SH | | Defined | (1) | 175100 |
| Sunoco Logistics Partners LP | COM | 86764L108 | 664 | 18300 | SH | | Defined | (1) | 18300 |
| Sunstone Hotel Investors Inc | COM | 867892101 | 5005 | 455400 | SH | | Defined | (1) | 272800 |
| Sunstone Hotel Investors Inc | CV | | | | | | | | |
| TAHOE RESOURCES INC | 8% SUM PFD-D | 867892507 | 204 | 8100 | SH | | Defined | (1) | 8100 |
| TECK COMINCO LIMITED | COM | 873868103 | 8307 | 990500 | SH | | Defined | (1) | 990500 |
| TECUMSEH PRODS CO | CL B | 878742204 | 2295 | 72800 | SH | | Defined | (1) | 72800 |
| Tesoro Logistics LP | COM | 878895101 | 2450 | 500,000 | SH | | Defined | | 500000 |
| The Williams Companies, Inc. | COM UNIT LP | 88160T107 | 3997 | 117900 | SH | | Defined | (1) | 117900 |
| Toll Brothers Inc | COM | 969457100 | 16012 | 555600 | SH | | Defined | (1) | 555600 |
| TORONTO DOMINION BK | COM | 889478103 | 8916 | 299900 | SH | | Defined | (1) | 162000 |
| ONT | COM | 891160509 | 333 | 4300 | SH | | Defined | | 4300 |
| TRANSCANADA CORP | COM | 89353D107 | 377 | 9000 | SH | | Defined | | 9000 |
| TransCanada Corp | COM | 89353D107 | 54767 | 1304980 | SH | | Defined | (1) | 130498 |
| TRW AUTOMOTIVE HOLDINGS CORP | COM | 87264S106 | 3915 | 106500 | SH | | Defined | (1) | 106500 |
| UDR Inc | COM | 902653104 | 23601 | 913336 | SH | | Defined | (1) | 297500 |
| VALEANT PHARMACEUTICALS INTERN | COM | 91911K102 | 10185 | 396173 | SH | | Defined | (1) | 396173 |
| Ventas Inc | COM | 92276F100 | 35714 | 565813 | SH | | Defined | (1) | 218700 |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 333 | 7500 | SH | | Defined | (1) | 7500 |
| Weingarten Realty | | | | | | | | | |

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|-----------------------|--------------|-----------|-------|---------|----|---------|-----|--------|
| Investors | SH BEN INT | 948741103 | 10844 | 411700 | SH | Defined | (1) | 174800 |
| Weyerhaeuser Co | COM | 962166104 | 38687 | 1730200 | SH | Defined | (1) | 791500 |
| WGL Holdings Inc | COM | 92924F106 | 7469 | 187900 | SH | Defined | (1) | 187900 |
| Williams Partners LP | COM UNIT L P | 96950F104 | 6031 | 115442 | SH | Defined | (1) | 115442 |
| WINDSTREAM CORP | COM | 97381W104 | 276 | 28550 | SH | Defined | (1) | 28550 |
| Winthrop Realty Trust | SH BENINT | | | | | | | |
| | NEW | 976391300 | 4077 | 335286 | SH | Defined | (1) | 111300 |
| WYNN RESORTS | | | | | | | | |
| LTD | COM | 983134107 | 5259 | 50700 | SH | Defined | (1) | 50700 |