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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
-----	-----	-----
[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: 161

 Form 13F Information Table Value Total: 8799347

 (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/ Prn	Put/ Call	Invstmt Dscrcn 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	63671101	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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BRE Properties Inc	CL A	05564E106	23084	492300 SH	Defined
BREITBURN ENERGY PARTNERS LP	COM UT LTD PTN	106776107	254	13075 SH	Defined
Brookdale Senior Living Inc	COM	112463104	51441	2215395 SH	Defined
BROOKDALE SR LIVING INC	COM	112463104	1440	62000 SH	Defined
Brookfield Canada Office Prope	TR UNIT	112823109	1010	34900 SH	Defined
BROOKFIELD INFRAST PARTNERS	LP INT UNIT	11283W104	1027434	73493112 SH	Defined
BROOKFIELD INFRAST PARTNERS LP					
INT UNIT	COM	G16252101	1739	48930 SH	Defined
BROOKFIELD OFFICE PPTYS INC	COM	112900105	4129444	249362561 SH	Defined
Brookfield Residential Propert	COM	11283W104	872	62345 SH	Defined
Camden Property Trust	SH BEN INT	133131102	35858	556020 SH	Defined
CANADIAN NAT RES LTD	COM	136385101	185	6000 SH	Defined
CDN IMPERIAL BK OF COMMERCE	COM	136069101	180	2300 SH	Defined
CenterPoint Energy Inc	COM	15189T107	22299	1046905 SH	Defined
CENTURYLINK INC	COM	156700106	384	9500 SH	Defined
Cheniere Energy, Inc.	COM NEW	16411R208	4702	302783 SH	Defined
CITIGROUP INC	COM NEW	172967424	40931	1250950 SH	Defined
CLIFFS NATURAL RESOURCES	COM	18683K101	254	6500 SH	Defined
CommonWealth REIT	COM	203233101	5384	369800 SH	Defined
Commonwealth REIT	6.50% PFD CUM CO	203233408	3518	149700 SH	Defined
Consolidated Edison Inc	COM	209115104	15998	267131 SH	Defined
Consolidated-Tomoka Land Co	COM	210226106	814	24738 SH	Defined
Corporate Office Properties Tr	SH BEN INT NEW	22002T108	21200	884445 SH	Defined
Crown Castle International Cor	COM	228227104	37142	579446 SH	Defined
DDR Corp	COM	23317H102	43619	2839811 SH	Defined
DIANA SHIPPING INC	COM	Y2066G104	323	50000 SH	Defined
Douglas Emmett Inc	COM	25960P109	15284	662500 SH	Defined
DuPont Fabros Technology Inc	COM	26613Q106	24481	969534 SH	Defined
E-House China Holdings Ltd	ADR	26852W103	5965	1393800 SH	Defined
Emeritus Corp	COM	291005106	4919	234902 SH	Defined
Enbridge Energy Management LLC	SHS UNITS LLI	29250X103	3233	102102 SH	Defined
Enbridge Energy Partners LP	COM	29250R106	6165	209400 SH	Defined
Enbridge Inc	COM	29250N105	48419	1240381 SH	Defined
Energen Corp	COM	29265N108	587	11200 SH	Defined
Energy Transfer Equity LP	COM UT LYD PTN	29273V100	13643	301841 SH	Defined
Enterprise Prods Partners LP	COM	293792107	16297	304041 SH	Defined
Entertainment Properties Trust	COM SH BEN INT	29380T105	10543	237300 SH	Defined
Entertainment Properties Trust	PFD C CONV 5.75%	29380T402	7635	365300 SH	Defined
Entertainment Properties Trust	CONV PFD 9% SR E	29380T600	7820	266898 SH	Defined
EQT Midstream Partners LP	UNIT LTD PARTN	26885B100	8836	306800 SH	Defined
Equity Lifestyle Properties In	COM	29472R108	13243	194400 SH	Defined
EV Energy Partners LP	COM UNITS	26926V107	844	13593 SH	Defined
Exterran Partners LP	COM UNITS	30225N105	6981	323800 SH	Defined
First Industrial Realty Trust	COM	32054K103	6200	471830 SH	Defined
FRONTIER COMMUNICATIONS CORP	COM	35906A108	471	96075 SH	Defined
GENERAL ELECTRIC COMPANY	COM	369604103	343	15100 SH	Defined
GENERAL GROWTH PPTYS INC NEW	COM	370023103	6967271	357662764 SH	Defined
GENERAL MOTORS CO	COM	37045V100	16029	704564 SH	Defined
GENERAL MOTORS CO	*W EXP 07/10/201	37045V118	599	43447 SH	Defined
GENERAL MOTORS CO	*W EXP 07/10/201	37045V126	359	43447 SH	Defined
GENERAL MTRS CO	*W EXP 07/10/201	37045V126	496	60000 SH	Defined
Gramercy Capital Corp/New York	COM	384871109	1400	465148 SH	Defined
Health Care REIT Inc	COM	42217K106	41035	710567 SH	Defined
Hi-Crush Partners LP	COM UNIT LTD	428337109	5242	238400 SH	Defined
Highwoods Properties Inc	COM	431284108	2985	91500 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