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BROOKFIELD ASSET MANAGEMENT INC.
Form 13F-HR
February 14, 2013

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, 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	2/14/13
-----	-----	-----
[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: 182
 Form 13F Information Table Value Total: 15811370

 (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
(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 December 31, 2012

Name of Issuer	Title of class	CUSIP	(x\$1000)	Prn Amt	Prn	Call	Discretn	M
ACCESS MIDSTREAM PARTNERS L	UNIT	00434L109	19189	572134	SH		Defined	
AK STL HLDG CORP	COM	001547108	1380	300000	SH		Defined	
ALON USA PARTNERS LP	UT LTDPART							
	INT	02052T109	602	25000	SH		Defined	
ALTRIA GROUP INC.	COM	02209S103	286	9100	SH		Defined	
AMERICAN TOWER CORP NEW	COM	03027X100	96566	1249724	SH		Defined	
AMERISOURCEBERGEN CORP	COM	03073E105	667	15450	SH		Defined	
AT&T INC	COM	00206R102	576	17100	SH		Defined	
AUTOZONE INC	COM	053332102	285	805	SH		Defined	
AV HOMES INC	COM	00234P102	14540	1022513	SH		Defined	
AVALONBAY CMNTYS INC	COM	053484101	44501	328200	SH		Defined	
B&G FOODS INC NEW	COM	05508R106	566	20000	SH		Defined	
BABCOCK & WILCOX CO NEW	COM	05615F102	517	19732	SH		Defined	
BANK OF AMERICA CORP	*W EXP							
	01/16/201	060505153	347	450000	SH		Defined	
BANK OF AMERICA CORP	COM	060505104	65057	5603500	SH		Defined	
BANK OF MONTREAL QUE	COM	063671101	215	3500	SH		Defined	
BANK OF NOVA SCOTIA HALIFAX	COM	064149107	203	3500	SH		Defined	
BEAZER HOMES USA INC	COM NEW	07556Q881	32149	1903430	SH		Defined	
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	709	7900	SH		Defined	
BLACKSTONE GROUP LP	COM UNIT							
	LTD	09253U108	14973	960400	SH		Defined	
BOARDWALK PIPELINE PARTNERS	UT LTD							
PARTNERS	PARTNER	096627104	4714	189300	SH		Defined	

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BRANDYWINE RLTY TR	SH BEN						
	INT NEW	105368203	17506	1436094	SH	Defined	
BRE PROPERTIES INC	CL A	05564E106	26706	525400	SH	Defined	
BREITBURN ENERGY PARTNERS LP	COM UT						
	LTD PTN	106776107	241	13075	SH	Defined	
BROOKDALE SENIOR LIVING INC	COM	112463104	51597	2037795	SH	Defined	
BROOKDALE SR LIVING INC	COM	112463104	1570	62000	SH	Defined	
BROOKFIELD CDA OFFICE PPTYS	TR UNIT	112823109	1027	34900	SH	Defined	
BROOKFIELD INFRAST PARTNERS	LP INT						
	UNIT	G16252101	1725	48930	SH	Defined	
BROOKFIELD OFFICE PPTYS INC	COM	112900105	4199266	249362561	SH	Defined	
BROOKFIELD RESIDENTIAL PPTYS	COM	11283W104	1318466	73493112	SH	Defined	
BROOKFIELD RESIDENTIAL PROPERT	COM	11283W104	8742	487290	SH	Defined	
CANADIAN NAT RES LTD	COM	136385101	173	6000	SH	Defined	
CATAMARAN CORP	COM	148887102	5220	110710	SH	Defined	
CELESTICA INC	SUB VTG						
	SHS	15101Q108	6728	827132	SH	Defined	
CENTERPOINT ENERGY INC	COM	15189T107	3848	199900	SH	Defined	
CENTURYLINK INC	COM	156700106	372	9500	SH	Defined	
CGI GROUP INC	CL A SUB						
	VTG	39945C109	20010	869031	SH	Defined	
CITIGROUP INC	COM NEW	172967424	49488	1250950	SH	Defined	
CLIFFS NATURAL RESOURCES INC	COM	18683K101	1292	33500	SH	Defined	
CND IMPERIAL BANK OF COMMERCE	COM	136069101	185	2300	SH	Defined	
COLONY FINL INC	COM	19624R106	7461	382600	SH	Defined	
COMMONWEALTH REIT	6.50%						
	PFD CUM						
	CO	203233408	3455	149700	SH	Defined	
CONSOLIDATED TOMOKA LAND CO	COM	210226106	6101	196743	SH	Defined	
COOPER COS INC	COM NEW	216648402	231	2500	SH	Defined	
COREENERGY INFRASTRUCTURE TRUST	COM	21870U205	2713	450000	SH	Defined	
CORPORATE OFFICE PROPERTIES TR	SH BEN						
	INT	22002T108	35765	1431745	SH	Defined	
CROWN CASTLE INTL CORP	COM	228227104	67278	932346	SH	Defined	
DDR CORP	COM	23317H102	41504	2650311	SH	Defined	
DIANA SHIPPING INC	COM	Y2066G104	365	50000	SH	Defined	
DIGITAL RLTY TR INC	COM	253868103	13442	198000	SH	Defined	
DUNKIN' BRANDS GROUP INC	COM	265504100	455	13700	SH	Defined	
DUPONT FABROS TECHNOLOGY INC	COM	26613Q106	26695	1104934	SH	Defined	
E-HOUSE CHINA HLDGS LTD	ADR	26852W103	8959	2185171	SH	Defined	
ENBRIDGE ENERGY MANAGEMENT L	SH UNITS						
	LLI	29250X103	3000	103855	SH	Defined	
ENBRIDGE ENERGY PARTNERS L P	COM	29250R106	2126	76200	SH	Defined	
ENBRIDGE INC	COM	29250N105	99727	2306168	SH	Defined	
ENDEAVOUR SILVER CORP	COM	29258Y103	6018	761586	SH	Defined	
ENERGY TRANSFER EQUITY L P	COM UT						
	LTD PTN	29273V100	18385	404241	SH	Defined	
ENTERPRISE PRODS PARTNERS LP	COM	293792107	20775	414841	SH	Defined	
EPR PPTYS	PFD C						
	CNV 5.75%	26884U208	8018	365300	SH	Defined	
EPR PPTYS	CONC PFD						
	9% SR E	26884U307	7914	266898	SH	Defined	
EQT MIDSTREAM PARTNERS LP	UNIT LTD						
	PARTN	26885B100	9532	306000	SH	Defined	
EQUITY LIFESTYLE PROPERTIES IN	COM	29472R108	19480	289500	SH	Defined	

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EQUITY RESIDENTIAL	SH BEN					
	INT	29476L107	31531	556400	SH	Defined
ESSEX PROPERTY TRUST INC	COM	297178105	15501	105700	SH	Defined
EXTERRAN PARTNERS LP	COM UNITS	30225N105	6533	322300	SH	Defined
FAMILY DLR STORES INC	COM	307000109	526	8300	SH	Defined
FIRST INDUSTRIAL REALTY TRUS	COM	32054K103	6643	471830	SH	Defined
FIRSTSERVICE CORP	SUB VTG					
	SH	33761N109	6537	230972	SH	Defined
FISERV INC	COM	337738108	680	8600	SH	Defined
FRONTIER COMMUNICATIONS CORP	COM	35906A108	411	96075	SH	Defined
GENERAL ELECTRIC COMPANY	COM	369604103	317	15100	SH	Defined
GENERAL GROWTH PTYS INC NEW	COM	370023103	7099606	357662764	SH	Defined
GENERAL MOTORS CO	*W EXP					
	07/10/201	37045V126	543	43447	SH	Defined
GENERAL MOTORS CO	*WEXP					
	07/10/201	37045V118	847	43447	SH	Defined
GENERAL MOTORS CO	COM	37045V100	18813	652564	SH	Defined
GENERAL MOTORS CO	W EXP					
	07/10/201	37045V126	749	60000	SH	Defined
GRAINGER W W INC	COM	384802104	735	3630	SH	Defined
HEALTH CARE REIT INC	COM	42217K106	9182	149813	Sh	Defined
HI-CRUSH PARTNERS LP	COM UNIT					
	LTD	428337109	3597	238400	SH	Defined
HOWARD HUGHES CORP	COM	44267D107	252890	3463291	SH	Defined
HUNTSMAN CORP	COM	447011107	2301	144871	SH	Defined
HYATT HOTELS CORP	COM CL A	448579102	7988	207100	SH	Defined
INERGY L P	UNIT LTD					
	PTNR	456615103	17955	987057	SH	Defined
INVESTORS REAL ESTATE TR	SH BEN					
	INT	461730103	4523	518076	SH	Defined
IRON MTN INC	COM	462846106	47114	1517350	SH	Defined
IRSA INVERSIONES Y REP S A	GLOBL					
	DEP RCPT	450047204	921	132127	SH	Defined
ISHARES TR	CORE S&P					
	MCP ETF	464287507	2790	27433	SH	Defined
ISHARES TR	CORE					
	S&P500					
	ETF	464287200	2234	15607	SH	Defined
ISHARES TR	MSCI					
	EAFE					
	INDEX	464287465	1344	23640	SH	Defined
ISHARES TR	MSCI					
	EMERG MKT	464287234	924	20825	SH	Defined
ISHARES TR	MSCI GRW					
	IDX	464288885	242	4037	SH	Defined
ISHARES TR	MSCI VAL					
	IDX	464288877	229	4699	SH	Defined
ISHARES TR	RUSSELL					
	1000	464287622	1471	18582	SH	Defined
ISHARES TR	S&P 500					
	VALUE	464287408	604	9103	SH	Defined
ISHARES TR	S&P SMCP					
	GROW	464287887	1613	19199	SH	Defined
ISHARES TR	S&P					
	SMLCP					
	VALU	464287879	1551	19167	SH	Defined
ISHARES TR	S&P500					
	GRW	464287309	913	12059	SH	Defined
ISTAR FINL INC	COM	45031U101	14672	1800200	SH	Defined
JPMORGAN CHASE & CO	COM	46625H100	32119	730500	SH	Defined
JPMORGAN CHASE & CO	*W EXP					
	10/28/201	46634E114	1186	100000	SH	Defined

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JUST ENERGY GROUP INC	COM	48213W101	320	33368	SH	Defined
KILROY RLTY CORP	COM	49427F108	31743	670100	SH	Defined
KINDER MORGAN INC	COM	49456B101	77420	2191332	SH	Defined
KINDER MORGAN INC	*W EXP					
	05/25/201	49456B119	172	45376	SH	Defined
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	10194	135095	SH	Defined
LEAR CORP	COM NEW	521865204	1015	21660	SH	Defined
LENNAR CORP	CL A	526057104	3244	83900	SH	Defined
LIBERTY PROPERTY TRUST	SH BEN					
	INT	531172104	29405	822069	SH	Defined
LOWE'S COMPANIES INC	COM	548661107	1474	41500	SH	Defined
MACERICH CO	COM	554382101	23524	403500	SH	Defined
MARKWEST ENERGY PARTNERS L P	UNIT LTD					
	PARTN	570759100	14703	288244	SH	Defined
MCDONALDS CORP	COM	580135101	1599	18125	SH	Defined
MGM RESORTS INTERNATIONAL	COM	552953101	9602	824900	SH	Defined
MICROSOFT CORP	COM	594918104	1119	41900	SH	Defined
MITEL NETWORKS CORP	COM	60671Q104	292	93000	SH	Defined
MONDELEZ INTL INC	CL A	609207105	354	13900	SH	Defined
MPLX LP	COM UNIT					
	REP LTD	55336V100	11442	366849	SH	Defined
NATIONAL GRID PLC	SPON ADR					
	NEW	636274300	8903	155000	SH	Defined
NEW GOLD INC CDA	COM	644535106	12223	1110196	SH	Defined
NEWFIELD EXPL CO	COM	651290108	656	24500	SH	Defined
NORFOLK SOUTHERN CORP	COM	655844108	27581	446000	SH	Defined
NORTH AMERN ENERGY PARTNERS	COM	656844107	2399	705698	SH	Defined
NORTHEAST UTILITIES	COM	664397106	36185	925916	SH	Defined
NUSTAR ENERGY LP	UNIT COM	67058H102	6147	144700	SH	Defined
NUSTAR GP HOLDINGS LLC	UNIT					
	RESTG LLC	67059L102	2894	104500	SH	Defined
ONEOK INC	COM	682680103	41433	969183	SH	Defined
OPEN TEXT CORP	COM	683715106	19926	357070	SH	Defined
ORACLE CORPORATION	COM	68389X105	353	10600	SH	Defined
PAA NAT GAS STORAGE L P	COM UNIT					
	LTD	693139107	3339	175300	SH	Defined
PARKWAY PPTYS INC	COM	70159Q104	10502	750700	SH	Defined
PEBBLEBROOK HOTEL TR	COM	70509V100	14338	620700	SH	Defined
PEMBINA PIPELINE CORP	COM	706327103	31764	1109732	SH	Defined
PFIZER INC	COM	717081103	331	13200	SH	Defined
PG&E CORP	COM	69331C108	56879	1415600	SH	Defined
PUBLIC STORAGE	COM	74460D109	84048	579802	SH	Defined
RAMCO-GERSHENSON PPTYD TR	PERP					
	PFD-D CV	751452608	2196	40700	SH	Defined
RAYONIER INC	COM	754907103	20506	395631	SH	Defined
ROCKWELL COLLINS INC	COM	774341101	268	4600	SH	Defined
ROUSE PROPERTIES, INC	COM	779287101	449744	26580603	SH	Defined
ROYAL BANK OF CDA MONTREAL QUE	COM	780087102	868	14400	SH	Defined
SALLY BEAUTY HOLDINGS INC	COM	79546E104	212	9000	SH	Defined
SBA COMMUNICATIONS CORP	COM	78388J106	47136	663700	SH	Defined
SEMPRA ENERGY	COM	816851109	57612	812124	SH	Defined
SILVER BAY RLTY TR CORP	COM	82735Q102	4707	250000	SH	Defined
SILVER STD RES INC	COM	82823L106	5071	339289	SH	Defined
SIMON PPTY GROUP INC	COM	828806109	91063	576019	SH	Defined
SL GREEN RLTY CORP	COM	78440X101	33331	434851	SH	Defined

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SOUTHCROSS ENERGY PARTNERS L	COM UNIT						
	LTDPT	84130C100	2175	92100	SH	Defined	
SOUTHERN COMPANY	COM	842587107	1479	34550	SH	Defined	
SOUTHWEST GAS CORP	COM	844895102	23065	543849	SH	Defined	
SOVRAN SELF STORAGE INC	COM	84610H108	17593	283300	SH	Defined	
SPDR S&P MIDCAP 400 ETF TRUST	UTSER1						
	S&PDCRP	78467Y107	2905	15640	SH	Defined	
SPDR TRUST SERIES I	TR UNIT	78462F103	2457	17252	SH	Defined	
SPECTRA ENERGY CORP	COM	847560109	62708	2290265	SH	Defined	
SUMMIT MIDSTREAM PARTNERS LP	COM UNIT						
	LTD	866142102	4321	217900	SH	Defined	
SUN LIFE FINANCIAL INC	COM	866796105	5039	191100	SH	Defined	
SUNOCO LOGISTICS PRTRNS LP	COM UNITS	86764L108	18281	367604	SH	Defined	
SUNSTONE HOTEL INVS INC NEW	CV 8%						
	CUM PFD-D	867892507	207	8100	SH	Defined	
TAHOE RES INC	COM	873868103	17596	963800	SH	Defined	
TARGA RESOURCES CORP	COM	87612G101	19382	366800	SH	Defined	
TECK COMINCO LIMITED	CL B	878742204	2646	72800	SH	Defined	
TECUMSEH PRODS CO	CL B	878895101	2300	500000	SH	Defined	
TESORO LOGISTICS LP	COM UNIT						
	LP	88160T107	920	21000	SH	Defined	
TOLL BROTHERS INC	COM	889478103	28502	881600	SH	Defined	
TORONTO DOMINION BK ONT	COM NEW	891160509	363	4300	SH	Defined	
TRANSCANADA CORP	COM	89353D107	89357	1890580	SH	Defined	
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	5709	106500	SH	Defined	
UNION PAC CORP	COM	907818108	20253	161100	SH	Defined	
VAIL RESORTS INC	COM	91879Q109	4370	80787	SH	Defined	
VALEANT PHARMACEUTICALS INTL	COM	91911K102	22939	385284	SH	Defined	
VENTAS INC	COM	92276F100	16757	258913	SH	Defined	
VERIZON COMMUNICATIONS INC	COM	92343V104	325	7500	SH	Defined	
VORNADO RLTY TRUST	SH BEN						
	INT	929042109	16561	206800	SH	Defined	
WASTE MGMT INC	COM	94106L109	375	11100	SH	Defined	
WAUSAU PAPER CORP	COM	943315101	6708	774634	SH	Defined	
WESTAR ENERGY INC	COM	95709T100	232	8100	SH	Defined	
WESTERN GAS EQUITY PARTNERS	COMUNT						
	LTD PT	95825R103	7667	256000	SH	Defined	
WEYERHAEUSER CO	COM	962166104	19813	712200	SH	Defined	
WILLIAMS COS INC	COM	969457100	70178	2143500	SH	Defined	
WILLIAMS PARTNERS L P	COM UNIT						
	L P	96950F104	1856	38142	SH	Defined	
WINDSTREAM CORP	COM	97381W104	455	54900	SH	Defined	
WYNN RESORTS LTD	COM	983134107	5703	50700	SH	Defined	