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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	COM	82823L106	3978	353947	SH	Defined	(1)	353947
Simon Property Group Inc	COM	828806109	93990	603819	SH	Defined	(1)	240903
SL Green Realty Corp	COM	78440X101	51272	638983	SH	Defined	(1)	267000
Southwest Gas Corp	COM	844895102	13497	309200	SH	Defined	(1)	309200

Voting Authority

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Discretn	Other Managers	Sole
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 ONT	COM	889478103	8916	299900	SH		Defined	(1)	162000
TRANSCANADA CORP	COM	891160509	333	4300	SH		Defined		4300
TransCanada Corp	COM	89353D107	377	9000	SH		Defined		9000
TRW AUTOMOTIVE HOLDINGS CORP	COM	89353D107	54767	1304980	SH		Defined	(1)	130498
UDR Inc	COM	87264S106	3915	106500	SH		Defined	(1)	106500
VALEANT PHARMACEUTICALS INTERN	COM	902653104	23601	913336	SH		Defined	(1)	297500
Ventas Inc	COM	91911K102	10185	396173	SH		Defined	(1)	396173
VERIZON COMMUNICATIONS INC	COM	92276F100	35714	565813	SH		Defined	(1)	218700
Weingarten Realty	COM	92343V104	333	7500	SH		Defined	(1)	7500

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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