

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

BROOKFIELD ASSET MANAGEMENT INC.
Form 13F-HR
November 14, 2011

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, 2011

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: Jeffrey Haar
Title: Senior Vice President, Legal
Phone: 416-956-5240

Signature, Place, and Date of Signing:

| | | |
|------------------|--------------------------|------------|
| /s/ Jeffrey Haar | Toronto, Ontario, Canada | 11/14/2011 |
| ----- | ----- | ----- |
| [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: 3

Form 13F Information Table Entry Total: 138

Form 13F Information Table Value Total: 10,193,591
(thousands)

Confidential information has been omitted from the form 13F and filed separately with the 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) 028-13827 AMP Capital Brookfield (US) LLC
- (3) 028-14362 Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP

Brookfield Asset Management Inc.
FORM 13F
As of September 30, 2011

| Name of Issuer | Title of class | CUSIP | Value (x\$1000) | Shares/ Prn Amt | Sh/ Put/ Prn Call | Invstmt Discretn | Voting Other Manage |
|-----------------------------|------------------|-----------|--------------------|--------------------|-------------------------|---------------------|---------------------------|
| ALTRIA GROUP INC. | COM | 02209S103 | 540 | 20125 | SH | Defined | (1) |
| American Tower Corp | COM | 029912201 | 6679 | 124152 | SH | Defined | (1) (2) |
| American Water Works Co Inc | COM | 030420103 | 2031 | 67300 | SH | Defined | (1) (2) |
| Aqua America Inc | COM | 03836W103 | 761 | 35300 | SH | Defined | (1) (2) |
| AT&T | COM | 00206R102 | 754 | 26440 | SH | Defined | (1) (2) |
| AvalonBay Communities Inc | COM | 053484101 | 61149 | 536160 | SH | Defined | (1) (2) |
| Avatar Holdings Inc | COM | 053494100 | 4020 | 491405 | SH | Defined | (1) (2) |
| B&G FOODS INC | COM | 05508R106 | 334 | 20000 | SH | Defined | (1) |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 11864 | 1938500 | SH | Defined | |
| BANK OF AMERICA CORPORATION | *W EXP 10/28/201 | 060505153 | 383 | 450000 | SH | Defined | |
| BANK MONTREAL QUE | COM | 063671101 | 195 | 3500 | SH | Defined | |
| BANK NOVA SCOTIA HALIFAX | COM | 064149107 | 176 | 3500 | SH | Defined | |
| Beazer Homes USA Inc | COM | 07556Q105 | 1250 | 827705 | SH | Defined | (1) (2) |
| Boston Properties Inc | COM | 101121101 | 91293 | 1024617 | SH | Defined | (1) (2) |
| Brandywine Realty Trust | COM | 105368203 | 49059 | 6124769 | SH | Defined | (1) (2) |

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| | | | | | | |
|---|------------------|-----------|---------|-----------|----|-----------------|
| BREITBURN ENERGY PARTNERS LP | COM | 106776107 | 228 | 13075 | SH | Defined (1) |
| Brookdale Senior Living Inc | COM | 112463104 | 92442 | 7371773 | SH | Defined (1) (2) |
| BROOKFIELD INFRAST PARTNERS LP INT UNIT | | G16252101 | 1191 | 48930 | SH | Defined |
| BROOKFIELD OFFICE PPTYS INC | COM | 112900105 | 3433722 | 249362561 | SH | Defined |
| BROOKFIELD RESIDENTIAL PPTYS | COM | 11283W104 | 488233 | 73418570 | SH | Defined |
| BROOKFIELD RESIDENTIAL PPTYS | COM | 11283W104 | 5165 | 776710 | SH | Defined (1) (2) |
| Camden Property Trust | COM | 133131102 | 55911 | 1011774 | SH | Defined (1) (2) |
| CDN IMPERIAL BK OF COMMERCE | COM | 136069101 | 161 | 2300 | SH | Defined |
| CANADIAN NAT RES LTD | COM | 136385101 | 176 | 6000 | SH | Defined |
| Cemig SA | COM | 204409601 | 819 | 55200 | SH | Defined (1) (2) |
| CenterPoint Energy Inc | COM | 15189T107 | 5741 | 292640 | SH | Defined (1) (2) |
| CENTURYLINK INC | COM | 156700106 | 315 | 9500 | SH | Defined (1) |
| Chesapeake Midstream Partners | COM | 16524K108 | 274 | 10200 | SH | Defined (1) (2) |
| China Real Estate Information | COM | 16948Q103 | 2391 | 485900 | SH | Defined (1) (2) |
| CITIGROUP INC | COM | 172967424 | 11252 | 439200 | SH | Defined |
| CommonWealth REIT | COM | 203233101 | 2648 | 139600 | SH | Defined (1) (2) |
| Commonwealth REIT 6.50% Serie | COM | 203233408 | 12964 | 635187 | SH | Defined (1) (2) |
| CONSOLIDATED EDISON INC | COM | 209115104 | 570 | 10000 | SH | Defined (1) |
| Coresite Realty Corp | COM | 21870Q105 | 14081 | 981220 | SH | Defined (1) (2) |
| Corporate Office Properties Tr | COM | 22002T108 | 45091 | 2070287 | SH | Defined (1) (2) |
| Crosstex Energy Inc | COM | 22765Y104 | 1085 | 80500 | SH | Defined (1) (2) |
| CROSSTEX ENERGY LP | COM | 22765U102 | 127 | 7800 | SH | Defined (1) |
| Crown Castle International Cor | COM | 228227104 | 7634 | 187700 | SH | Defined (1) (2) |
| Developers Diversified Realty | COM | 23317H102 | 24988 | 2292479 | SH | Defined (1) (2) |
| DIANA SHIPPING INC | COM | Y2066G104 | 371 | 50000 | SH | Defined |
| Digital Realty Trust Inc | COM | 253868103 | 78299 | 1419486 | SH | Defined (1) (2) |
| Douglas Emmett Inc | COM | 25960P109 | 55116 | 3223177 | SH | Defined (1) (2) |
| D R HORTON INC | COM | 23331A109 | 3390 | 375000 | SH | Defined |
| D R HORTON INC | COM | 23331A109 | 218 | 24100 | SH | Defined (1) |
| EASTERN INSURANCE HOLDINGS | COM | 276534104 | 1629 | 123900 | SH | Defined (1) |
| EastGroup Properties Inc | COM | 277276101 | 17358 | 455100 | SH | Defined (1) (2) |
| El Paso Corp | COM | 28336L109 | 2847 | 162900 | SH | Defined (1) (2) |
| El Paso Pipeline Partners LP | COM | 283702108 | 4028 | 113560 | SH | Defined (1) (2) |
| Emeritus Corp | COM | 291005106 | 11674 | 827937 | SH | Defined (1) (2) |
| Enbridge Inc | COM | 29250N105 | 8445 | 265117 | SH | Defined (1) (2) |
| Energy Transfer Equity LP | COM | 29273V100 | 890 | 25600 | SH | Defined (1) (2) |
| Enterprise Products Partners L | COM | 293792107 | 1863 | 46400 | SH | Defined (1) (2) |
| EPR 5.75% Pfd Series C | PFD | 29380T402 | 1110 | 59400 | SH | Defined (1) (2) |
| Equity Lifestyle Properties In | COM | 29472R108 | 43350 | 691392 | SH | Defined (1) (2) |
| Essex Property Trust Inc | COM | 297178105 | 53346 | 444400 | SH | Defined (1) (2) |
| Forest City Enterprises Inc | COM | 345550107 | 15777 | 1480030 | SH | Defined (1) (2) |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 587 | 96075 | SH | Defined (1) (2) |
| GENERAL GROWTH PPTYS INC NEW | COM | 370023103 | 87723 | 7249795 | SH | Defined (1) (2) |
| GENERAL GROWTH PPTYS INC NEW | COM | 370023103 | 4280839 | 353788359 | SH | Defined (3) |
| GENERAL MTRS CO | COM | 37045V100 | 16928 | 838840 | SH | Defined |
| GENERAL MTRS CO | COM | 37045V100 | 865 | 42857 | SH | Defined (1) |
| GENERAL MTRS CO | *W EXP 07/10/201 | 37045V118 | 62 | 5308 | SH | Defined |

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|-----------------------------------|------------------|-----------|--------|---------|----|-----------------|
| GENERAL MTRS CO | *W EXP 07/10/201 | 37045V118 | 454 | 38965 | SH | Defined (1) |
| GENERAL MTRS CO | *W EXP 07/10/201 | 37045V126 | 518 | 65308 | SH | Defined |
| GENERAL MTRS CO | *W EXP 07/10/201 | 37045V126 | 309 | 38965 | SH | Defined (1) |
| HCP INC | COM | 40414L109 | 465 | 13250 | SH | Defined (1) |
| Health Care REIT Inc | COM | 42217K106 | 50971 | 1089114 | SH | Defined (1) (2) |
| HOVNANIAN ENTERPRISES INC | CL A | 442487203 | 30 | 24900 | SH | Defined (1) |
| HOWARD HUGHES CORP | COM | 44267D107 | 102076 | 2424618 | SH | Defined (3) |
| ISHARES 600/GRO | COM | 464287887 | 1238 | 19199 | SH | Defined (1) |
| ISHARES 600/VAL | COM | 464287879 | 1134 | 19167 | SH | Defined (1) |
| ISHARES MSCI EAFE INDEX FUND | COM | 464287465 | 1041 | 21784 | SH | Defined (1) |
| ISHARES MSCI EMERG MKT | COM | 464287234 | 644 | 18359 | SH | Defined (1) |
| ISHARES RUSSELL 1000 | COM | 464287622 | 1162 | 18582 | SH | Defined (1) |
| ISHARES S&P 500 | COM | 464287200 | 1774 | 15607 | SH | Defined (1) |
| ISHARES S&P 500/BARRA GROWTH | COM | 464287309 | 738 | 12059 | SH | Defined (1) |
| ISHARES S&P 500/BARRA VAL | COM | 464287408 | 470 | 9103 | SH | Defined (1) |
| ISHARES S&P MIDCAP 400 | COM | 464287507 | 2139 | 27433 | SH | Defined (1) |
| ITC Holdings Corp | COM | 465685105 | 3360 | 43400 | SH | Defined (1) (2) |
| JPMORGAN CHASE & CO | COM | 46625H100 | 7786 | 258500 | SH | Defined |
| JPMORGAN CHASE & CO | *W EXP 10/28/201 | 46634E114 | 931 | 100000 | SH | Defined |
| KB Home | COM | 48666K109 | 5845 | 997500 | SH | Defined (1) (2) |
| Kinder Morgan Energy Partners | COM | 494550106 | 232 | 3400 | SH | Defined (1) (2) |
| Kinder Morgan Management LLC | COM | 49455U100 | 622 | 10600 | SH | Defined (1) (2) |
| LAS VEGAS SANDS CORP | COM | 517834107 | 935 | 24400 | SH | Defined |
| LENNAR CORP | CL A | 526057104 | 4450 | 328630 | SH | Defined |
| Lennar Corp | CL A | 526057104 | 32586 | 2406662 | SH | Defined (1) (2) |
| LENNAR CORP | CL B | 526057302 | 583 | 57070 | SH | Defined |
| LOWES COS INC | COM | 548661107 | 803 | 41500 | SH | Defined |
| Marriott International Inc/DE | COM | 571903202 | 460 | 16900 | SH | Defined (1) (2) |
| MERCK & CO INC | COM | 58933Y105 | 511 | 15625 | SH | Defined (1) |
| MITEL NETWORKS CORP | COM | 60671Q104 | 837 | 395000 | SH | Defined |
| National Grid PLC | COM | 636274300 | 2219 | 44730 | SH | Defined (1) (2) |
| NISKA GAS STORAGE PARTNERS LLC | Unit LTD LIABI | 654678101 | 146 | 12500 | SH | Defined (1) |
| NISOURCE INC | COM | 65473P105 | 1392 | 65102 | SH | Defined (1) (2) |
| NORTH AMERN ENERGY PARTNERS | COM | 656844107 | 4107 | 705598 | SH | Defined |
| Northeast Utilities | COM | 664397106 | 744 | 22100 | SH | Defined (1) (2) |
| NorthWestern Corp | COM | 668074305 | 961 | 30100 | SH | Defined (1) (2) |
| Oiltanking Partners LP | COM | 678049107 | 1365 | 57120 | SH | Defined (1) (2) |
| Omega Healthcare Investors Inc | COM | 681936100 | 24947 | 1566070 | SH | Defined (1) (2) |
| PAETEC HOLDING CORP | COM | 695459107 | 79 | 15000 | SH | Defined (1) |
| Parkway Properties Inc/Md | COM | 70159Q104 | 5505 | 499962 | SH | Defined (1) (2) |
| Pennsylvania Real Estate Inves | COM | 709102107 | 8064 | 1043251 | SH | Defined (1) (2) |

| Name of Issuer | Title of class | CUSIP | Value (x\$1000) | Shares/ Prn Amt | Sh/ Prn | Put/ Call | Invstmt Discret | Man | Oth |
|------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|-----|-----|
| PHILIP MORRIS INTL INC | COM | 718172109 | 505 | 8090 | SH | | Defined | (1) | |

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|--------------------------------|-----------------|-----------|--------|---------|----|-------------|
| PROGRESS ENERGY INC | COM | 743263105 | 581 | 11225 | SH | Defined (1) |
| ProLogis | COM | 74340W103 | 77405 | 3191955 | SH | Defined (1) |
| PS Business Parks Inc | COM | 69360J107 | 2041 | 41200 | SH | Defined (1) |
| Public Storage | COM | 74460D109 | 201351 | 1808271 | SH | Defined (1) |
| Ramco0Gershenson Series D 7.25 | PERP PFD-D CV | 751452608 | 2930 | 77000 | SH | Defined (1) |
| Rayonier Inc | COM | 754907103 | 32483 | 882931 | SH | Defined (1) |
| ROYAL BK CDA MONTREAL QUE | COM | 780087102 | 229 | 5000 | SH | Defined |
| RYLAND GROUP INC | COM | 783764103 | 2396 | 225000 | SH | Defined |
| RYLAND GROUP INC | COM | 783764103 | 143 | 13400 | SH | Defined (1) |
| Sabra Healthcare REIT Inc | COM | 78573L106 | 3003 | 314802 | SH | Defined (1) |
| SANDERSON FARMS INC | COM | 800013104 | 808 | 17000 | SH | Defined |
| SBA Communications Corp | COM | 78388J106 | 3831 | 111100 | SH | Defined (1) |
| Sempra Energy | COM | 816851109 | 4156 | 80700 | SH | Defined (1) |
| SHO 8% Pfd Series D | CV 8% CUM PFD_D | 867892507 | 1966 | 92100 | SH | Defined (1) |
| Simon Property Group Inc | COM | 828806109 | 225561 | 2050927 | SH | Defined (1) |
| SL Green Realty Corp | COM | 78440X101 | 49866 | 857543 | SH | Defined (1) |
| SPDR S&P MIDCAP 400 ETF TRUST | COM | 78467Y107 | 2223 | 15640 | SH | Defined (1) |
| SPDR TRUST SERIES I | COM | 78462F103 | 1952 | 17252 | SH | Defined (1) |
| Spectra Energy Corp | COM | 847560109 | 7296 | 297430 | SH | Defined (1) |
| Starwood Hotels & Resorts Worl | COM | 85590A401 | 49593 | 1277500 | SH | Defined (1) |
| Targa Resources Corp | COM | 87612G101 | 1767 | 59400 | SH | Defined (1) |
| Targa Resources Partners LP | COM | 87611X105 | 210 | 6400 | SH | Defined (1) |
| TECUMSEH PRODS CO | CL B | 878895101 | 3455 | 500000 | SH | Defined |
| Tesoro Logistics LP | COM | 88160T107 | 1191 | 50000 | SH | Defined (1) |
| TORONTO DOMINION BK ONT | COM | 891160509 | 305 | 4300 | SH | Defined |
| TRANSCANADA CORP | COM | 89353D107 | 445 | 11000 | SH | Defined |
| TransCanada Corp | COM | 89353D107 | 10052 | 248173 | SH | Defined (1) |
| Ventas Inc | COM | 92276F100 | 58776 | 1189787 | SH | Defined (1) |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 795 | 21600 | SH | Defined (1) |
| Vornado Realty Trust | COM | 929042109 | 1949 | 26124 | SH | Defined (1) |
| Weingarten Realty Investors | COM | 948741103 | 40506 | 1913359 | SH | Defined (1) |
| Whiting Petroleum Corporation | COM | 966387102 | 351 | 10000 | SH | Defined (1) |
| Williams Cos Inc/The | COM | 969457100 | 3868 | 158900 | SH | Defined (1) |
| WINDSTREAM CORP | COM | 97381W104 | 560 | 48000 | SH | Defined (1) |