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BROOKFIELD ASSET MANAGEMENT INC.
Form 13F-HR/A
July 05, 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, 2011

Check here if Amendment [X]; Amendment Number: 1
This Amendment (Check only one): [] is a restatement
[X] 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: 416-359-8598

Signature, Place, and Date of Signing:

/s/ A.J. Silber	Toronto, CA	7/03/2012
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[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).)

FORM 13F SUMMARY PAGE

Report Summary:

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Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 141

Form 13F Information Table Value Total: 10679

 (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)	028-13827	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/ Prn	Put/ Call	Invstmt Discretn	Other Manag
Alerian MLP ETF.....	Alerian MLP	00162Q866	1332	87,400	SH		Defined	(1)
ALTRIA GROUP INC.....	COM	02209S103	540	20,125	SH		Defined	
American Water Works Co Inc..	COM	030420103	9123	302,300	SH		Defined	(1)
Aqua America Inc.....	COM	03836W103	4577	212,200	SH		Defined	(1)
AT&T INC.....	COM	00206R102	754	26,440	SH		Defined	
AvalonBay Communities Inc....	COM	053484101	71422	626,232	SH		Defined	(1)
Avatar Holdings Inc.....	COM	053494100	4020	491,405	SH		Defined	(1)
B&G FOODS INC.....	COM	05508R106	334	20,000	SH		Defined	
BANK MONTREAL QUE.....	COM	063671101	195	3500	SH		Defined	
BANK NOVA SCOTIA HALIFAX.....	COM	064149107	176	3500	SH		Defined	
BANK OF AMERICA CORPORATION.....	COM	060505104	11864	1938500	SH		Defined	
BANK OF AMERICA CORPORATION.....	*W EXP 10/28/201	060505153	383	450000	SH		Defined	
Beazer Homes USA Inc.....	COM	07556Q105	1250	827,705	SH		Defined	(1)
Boston Properties Inc.....	COM	101121101	106932	1,200,139	SH		Defined	(1)
Brandywine Realty Trust.....	SH BEN INT NEW	105368203	57821	7,218,546	SH		Defined	(1)
BREITBURN ENERGY	COM UT							

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PARTNERS LP.....	LTD PTN	106776107	228	13,075 SH	Defined	(1)
Brookdale Senior Living Inc..	COM	112463104	107200	8,548,658 SH	Defined	(1)
BROOKFIELD INFRAST	LP INT					
PARTNERS.....	UNIT	G16252101	1191	48930 SH	Defined	
BROOKFIELD OFFICE						
PPTYS INC.....	COM	112900105	3433722	249362561 SH	Defined	
Brookfield Properties Corp...	COM	112900105	511	37,100 SH	Defined	(1)
BROOKFIELD RESIDENTIAL						
PPTYS.....	COM	11283W104	488233	73418570 SH	Defined	
Brookfield Residential						
Propert.....	COM	11283W104	5190	780,518 SH	Defined	(1)
Camden Property Trust.....	SH BEN					
	INT	133131102	66729	1,207,538 SH	Defined	(1)
CANADIAN NAT RES LTD.....	COM	136385101	176	6000 SH	Defined	
CDN IMPERIAL BK OF						
COMMERCE.....	COM	136069101	161	2300 SH	Defined	
Cemig SA.....	SP ADR N-					
	V PFD	204409601	7857	529,460 SH	Defined	(1)
CENTERPOINT ENERGY INC.....	COM	15189T107	16016	816340 SH	Defined	(1)
CENTURYLINK INC.....	COM	156700106	315	9,500 SH	Defined	
China Real Estate						
Information.....	ADR	16948Q103	2391	485,900 SH	Defined	(1)
CITIGROUP INC.....	COM	172967424	11252	439200 SH	Defined	
CommonWealth REIT.....	COM SH					
	BEN INT	203233101	2648	139,600 SH	Defined	(1)
Commonwealth REIT.....	6.50% PFD					
	CUM Co	203233408	12964	635,187 SH	Defined	(1)
CONSOLIDATED EDISON						
INC.....	COM	209115104	570	10,000 SH	Defined	
Coresite Realty Corp.....	COM	21870Q105	16201	1,129,020 SH	Defined	(1)
Corporate Office Properties	SH BEN					
Tr.....	INT	22002T108	52230	2,398,087 SH	Defined	(1)
Crosstex Energy Inc.....	COM	22765Y104	2208	163,800 SH	Defined	(1)
Crown Castle International						
Cor.....	COM	228227104	11813	290,450 SH	Defined	(1)
D R HORTON INC.....	COM	23331A109	3390	375000 SH	Defined	
DDR Corp.....	COM	23317H102	29975	2,749,979 SH	Defined	(1)
DIANA SHIPPING INC.....	COM	Y2066G104	371	50000 SH	Defined	
Digital Realty Trust Inc.....	COM	253868103	91597	1,660,566 SH	Defined	(1)
Douglas Emmett Inc.....	COM	25960P109	65192	3,812,377 SH	Defined	(1)
DR HORTON.....	COM	23331A109	218	24,100 SH	Defined	
EASTERN INSURANCE						
HOLDINGS.....	COM	276534104	1629	123,900 SH	Defined	
EastGroup Properties Inc.....	COM	277276101	24513	642,700 SH	Defined	(1)
El Paso Corp.....	COM	28336L109	3898	223,000 SH	Defined	(1)
El Paso Pipeline Partners LP.	COM UNIT					
	LPI	283702108	5703	160,780 SH	Defined	(1)
Emeritus Corp.....	COM	291005106	11674	827,937 SH	Defined	(1)
Enbridge Energy Partners LP..	COM	29250R106	9617	350,100 SH	Defined	(1)
Enbridge Inc.....	COM	29250N105	28645	899,065 SH	Defined	(1)
Energy Transfer Equity LP....	COM UT					
	LTD PTN	29273V100	476	13,700 SH	Defined	(1)
Energy Transfer Partners LP..	UNIT LTD					
	PARTN	29273R109	5463	133,200 SH	Defined	(1)
Enterprise Products Partners						
L.....	COM	293792107	2815	70,100 SH	Defined	(1)
Entertainment PPTYS TR.....	PFD C CNV					
	5.75%	29380T402	1110	59,400 SH	Defined	(1)
Equity Lifestyle Properties						
In.....	COM	29472R108	53583	854,592 SH	Defined	(1)
Essex Property Trust Inc.....	COM	297178105	64353	536,100 SH	Defined	(1)
Excel Trust Inc.....	COM	30068C109	4311	448,100 SH	Defined	(1)

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Forest City Enterprises Inc.. FRONTIER COMMUNICATIONS CORP.....	CL A	345550107	17076	1,601,830	SH	Defined	(1)	
GENERAL GROWTH PPTYS INC NEW.....	COM	35906A108	587	96,075	SH	Defined		
General Growth Properties Inc.....	COM	370023103	4280839	353788359	SH	Defined		
GENERAL MOTORS CO.....	COM	370023103	104609	8,645,408	SH	Defined	(1)	
GENERAL MOTORS CO.....	COM	37045V100	865	42,857	SH	Defined		
GENERAL MOTORS CO.....	*W EXP 07/10/201	37045V118	454	38,965	SH	Defined		
GENERAL MOTORS CO.....	*W EXP 07/10/201	37045V126	309	38,965	SH	Defined		
GENERAL MTRS CO.....	COM	37045V100	16928	838840	SH	Defined		
GENERAL MTRS CO.....	*W EXP 07/10/201	37045V118	62	5308	SH	Defined		
GENERAL MTRS CO.....	*W EXP 07/10/201	37045V126	518	65308	SH	Defined		
Grupo Aeroportuario del Surest.....	SPON ADR SER B	40051E202	219	4,400	SH	Defined	(1)	
HCP INC.....	COM	40414L109	465	13,250	SH	Defined		
Health Care REIT Inc.....	COM	42217K106	61084	1,305,214	SH	Defined	(1)	
HOVNANIAN ENTERPRISES INC.....	CL A	442487203	30	24,900	SH	Defined		
HOWARD HUGHES CORP.....	COM	44267D107	102076	2424618	SH	Defined		
ISHARES TR.....	S&P 500 INDEX	464287200	1774	15,607	SH	Defined		
ISHARES TR.....	MSCI EMERG MKT	464287234	644	18,359	SH	Defined		
ISHARES TR.....	S&P 500 GRW	464287309	738	12,059	SH	Defined		
ISHARES TR.....	S&P 500 VALUE	464287408	470	9,103	SH	Defined		
ISHARES TR.....	MSCI EAFE INDEX	464287465	1041	21,784	SH	Defined		
ISHARES TR.....	S&P MIDCAP 400	464287507	2139	27,433	SH	Defined	(1)	27433
ISHARES TR.....	RUSELL 1000	464287622	1162	18,582	SH	Defined	(1)	18582
ISHARES TR.....	S&P SMLCP VALU	464287879	1134	19,167	SH	Defined	(1)	19167
ISHARES TR.....	S&P SMLCP GROW	464287887	1238	19,199	SH	Defined	(1)	19199
ITC Holdings Corp.....	COM	465685105	9175	118,500	SH	Defined	(1) (2)	118500
JPMORGAN CHASE & CO.....	*W EXP 10/28/201	46634E114	931	100000	SH	Defined		100000
JPMORGAN CHASE & CO.....	COM	46625H100	7786	258500	SH	Defined		258500
KB Home.....	COM	48666K109	5845	997,500	SH	Defined	(1) (2)	480500
Kinder Morgan Management LLC.....	SHS	49455U100	7871	134,116	SH	Defined	(1) (2)	134116
LAS VEGAS SANDS CORP.....	COM	517834107	935	24400	SH	Defined		24400

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LENNAR CORP.....	CL A	526057104	4450	328630	SH	Defined		328630
Lennar Corp.....	CL A	526057104	34341	2,536,262	SH	Defined	(1) (2)	2345962
LENNAR CORP.....	CL B	526057302	583	57070	SH	Defined		57070
LOWES COS INC.....	COM	548661107	803	41500	SH	Defined		41500
Marriott International Inc/DE.	CL A	571903202	460	16,900	SH	Defined	(1) (2)	16900
MERCK & CO INC.....	COM	58933Y105	511	15,625	SH	Defined	(1)	15625
MITEL NETWORKS CORP.....	COM	60671Q104	837	395000	SH	Defined		395000
National Grid PLC.....	SPON							
	ADR							
	NEW	636274300	15072	303,865	SH	Defined	(1) (2)	303865
NISKA GAS STORAGE	UNIT							
PARTNERS LLC.....	LTD							
	LIABI	654678101	146	12,500	SH	Defined	(1)	12500
NiSource Inc.....	COM	65473P105	5679	265,600	SH	Defined	(1) (2)	265600
NORTH AMERN ENERGY								
PARTNERS.....	COM	656844107	4107	705598	SH	Defined		705598
Northeast Utilities.....	COM	664397106	6024	179,007	SH	Defined	(1) (2)	179007
NorthWestern Corp.....	COM							
	NEW	668074305	3718	116,400	SH	Defined	(1) (2)	116400
NuStar Energy LP.....	UNIT							
	COM	67058H102	3555	68,000	SH	Defined	(1) (2)	68000
Oiltanking Partners LP.....	UNIT							
	LTD	678049107	682	28,560	SH	Defined	(1) (2)	28560
Omega Healthcare Investors								
Inc.....	COM	681936100	29065	1,824,553	SH	Defined	(1) (2)	1547962
PAA Natural Gas Storage LP....	COM							
	UNIT							
	LTD	693139107	4059	249,000	SH	Defined	(1) (2)	249000
Parkway Properties Inc/Md.....	COM	70159Q104	5505	499,962	SH	Defined	(1) (2)	260600
Pennsylvania Real Estate								
Inves.....	INT	709102107	11433	1,479,051	SH	Defined	(1) (2)	575200
PHILIP MORRIS INTL INC.....	COM	718172109	505	8,090	SH	Defined	(1)	8090
PROGRESS ENERGY INC.....	COM	743263105	581	11,225	SH	Defined	(1)	11225
ProLogis.....	COM	74340W103	92748	3,824,655	SH	Defined	(1) (2)	3180555
PS Business Parks Inc.....	COM	69360J107	8006	161,600	SH	Defined	(1) (2)	85600
Public Storage.....	COM	74460D109	242133	2,174,520	SH	Defined	(1) (2)	1810020
RamcoGershenson Series D								
7.25.....	PFD-CV	751452608	2930	77,000	SH	Defined	(1) (2)	77000
Rayonier Inc.....	COM	754907103	40178	1,092,081	SH	Defined	(1) (2)	880481
Regency Energy Partners LP....	COM							
	UNITS L							
	P	75885Y107	3739	166,900	SH	Defined	(1) (2)	166900
ROYAL BK CDA MONTREAL								
QUE.....	COM	780087102	229	5000	SH	Defined		5000
RYLAND GROUP INC.....	COM	783764103	2396	225000	SH	Defined		225000
RYLAND GROUP INC.....	COM	783764103	143	13,400	SH	Defined	(1)	13400
Sabra Healthcare REIT Inc.....	COM	78573L106	3003	314,802	SH	Defined	(1) (2)	142900
SANDERSON FARMS INC.....	COM	800013104	808	17000	SH	Defined		17000
SBA Communications Corp.....	COM	78388J106	8320	241,300	SH	Defined	(1) (2)	241300
Sempra Energy.....	COM	816851109	9424	182,984	SH	Defined	(1) (2)	182984
Simon Property Group Inc.....	COM	828806109	263538	2,396,238	SH	Defined	(1) (2)	1977022
SL Green Realty Corp.....	COM	78440X101	57437	987,743	SH	Defined	(1) (2)	795443
SPDR S&P MIDCAP 400 ETF								
TRUST.....	S&PCR	78467Y107	2223	15,640	SH	Defined	(1)	15640
SPDR TRUST SERIES I.....	TR UNIT	78462F103	1952	17,252	SH	Defined	(1)	17252
Spectra Energy Corp.....	COM	847560109	26672	1,087,330	SH	Defined	(1) (2)	1087330
Starwood Hotels & Resorts								
Worl.....	COM	85590A401	58168	1,498,400	SH	Defined	(1) (2)	1181800
Sunstone Hotel INVS INC.....	CV 8%							
	CUM							
	PDF-D	867892507	1966	92,100	SH	Defined	(1) (2)	92100
Targa Resources Corp.....	COM	87612G101	3933	132,200	SH	Defined	(1) (2)	132200

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Targa Resources Partners LP...	COM							
	UNIT	87611X105	3939	119,800	SH	Defined	(1) (2)	119800
TECUMSEH PRODS CO.....	CL B	878895101	3455	500000	SH	Defined		500000
Tesoro Logistics LP.....	COM							
	UNIT LP	88160T107	595	25,000	SH	Defined	(1) (2)	25000
TORONTO DOMINION BK								
ONT.....	COM	891160509	305	4300	SH	Defined		4300
TRANSCANADA CORP.....	COM	89353D107	445	11000	SH	Defined		11000
TransCanada Corp.....	COM	89353D107	31536	778,638	SH	Defined	(1) (2)	778638
VENTAS INC.....	COM	92276F100	70261	1,422,287	SH	Defined	(1) (2)	1184424
VERIZON								
COMMUNICATIONS INC.....	COM	92343V104	795	21,600	SH	Defined	(1)	21600
Vornado Realty Trust.....	SH BEN							
	INT	929042109	1949	26,124	SH	Defined	(1) (2)	26124
Weingarten Realty Investors...	SH BEN							
	INT	948741103	48501	2,291,011	SH	Defined	(1) (2)	1956974
Williams Cos Inc/The.....	COM	969457100	6774	278,300	SH	Defined	(1) (2)	278300
WINDSTREAM CORP.....	COM	97381W104	560	48,000	SH	Defined	(1)	48000