

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

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: December 31, 2011

Check here if Amendment [X]; Amendment Number: 1
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: 416-359-8598

Signature, Place, and Date of Signing:

| | | |
|-----------------|-------------|------------|
| /s/ A.J. Silber | Toronto, CA | 07/03/2012 |
| ----- | ----- | ----- |
| [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).)

FORM 13F SUMMARY PAGE

Report Summary:

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Number of Other Included Managers: 3
 Form 13F Information Table Entry Total: 125
 Form 13F Information Table Value Total: 12828

 (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 December 31, 2011

| Name of Issuer | Title of class | CUSIP | Value (x\$1000) | Shares/ Prn Amt | Sh/ Put/ Prn Call | Invstmt Discretn | Other Manager | Voting Authority |
|------------------------------------|---------------------|-----------|-----------------|-----------------|-------------------|------------------|---------------|------------------|
| Alexander's Inc..... | COM | 014752109 | 6024 | 16280 | SH | Defined | (1) (2) | |
| American Water Works Co Inc..... | COM | 030420103 | 13563 | 425700 | SH | Defined | (1) (2) | |
| Annaly Capital Management Inc..... | COM | 035710409 | 2956 | 185200 | SH | Defined | (1) (2) | |
| AvalonBay Communities Inc..... | COM | 053484101 | 95064 | 727902 | SH | Defined | (1) (2) | |
| Avatar Holdings Inc..... | COM | 053494100 | 4260 | 593305 | SH | Defined | (1) (2) | |
| BANK OF AMERICA CORPORATION..... | COM | 060505104 | 31,155 | 5,603,500 | SH | Defined | | |
| BANK OF AMERICA CORP..... | COM | 060505104 | 31155 | 5603500 | SH | Defined | (1) | |
| BANK OF AMERICA CORPORATION..... | *W EXP 10/28/201 | 060505153 | 139 | 450,000 | SH | Defined | | |
| BANK OF AMERICA CORP..... | *W EXP 10/28/201 | 060505153 | 140 | 450000 | SH | Defined | (1) | |
| BANK MONTREAL QUE..... | COM | 063671101 | 192 | 3500 | SH | Defined | | |
| BANK NOVA SCOTIA HALIFAX..... | COM | 064149107 | 174 | 3500 | SH | Defined | | |

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| | | | | | | | |
|-------------------------------------|----------------|-----------|---------|-------------|----|---------|---------|
| Boston Properties Inc.... | COM | 101121101 | 123858 | 1243559 | SH | Defined | (1) (2) |
| Brandywine Realty Trust..... | SH BEN INT | | | | | | |
| BREITBURN ENERGY PARTNERS LP..... | NEW | 105368203 | 76132 | 8013946 | SH | Defined | (1) (2) |
| BROOKDALE SR LIVING INC..... | COM UT | | | | | | |
| Brookdale Senior Living Inc..... | LTD PTN | 106776107 | 249 | 13075 | SH | Defined | (1) |
| BROOKFIELD OFFICE PPTYS INC..... | COM | 112463104 | 1078 | 62000 | SH | Defined | |
| Brookfield Properties Corp..... | COM | 112463104 | 145194 | 8349258 | SH | Defined | (1) (2) |
| Camden Property Trust.... | COM | 112900105 | 3900030 | 249,362,561 | SH | Defined | |
| CDN IMPERIAL BK OF COMMERCE..... | COM | 112900105 | 55489 | 3547886 | SH | Defined | (1) (2) |
| CANADIAN NAT RES LTD..... | SH BEN INT | 133131102 | 74174 | 1191738 | SH | Defined | (1) (2) |
| CEDAR FAIR L P..... | COM | 136069101 | 166 | 2300 | SH | Defined | |
| CEMEX SAB DE CV..... | COM | 136385101 | 224 | 6000 | SH | Defined | |
| CEMEX SAB DE CV..... | DEPOSITRY UNIT | 150185106 | 1046 | 48639 | SH | Defined | |
| CITIGROUP INC..... | SPON ADR | | | | | | |
| CommonWealth REIT..... | NEW | 151290889 | 3,778 | 701,000 | SH | Defined | |
| Commonwealth REIT 6.50% Serie..... | NEW | 151290889 | 3778 | 701000 | SH | Defined | (1) |
| Cemig SA..... | COM NEW | 172967424 | 27868 | 1059200 | SH | Defined | (1) |
| Crown Castle International Cor..... | COM SH | | | | | | |
| Digital Realty Trust Inc..... | BEN INT | 203233101 | 5791 | 348000 | SH | Defined | (1) (2) |
| EastGroup Properties Inc..... | 6.50% PFD | | | | | | |
| Emeritus Corp..... | CUM Co | 203233408 | 5748 | 283300 | SH | Defined | (1) (2) |
| Enterprise Products Partners L..... | SP ADR N-V | | | | | | |
| Essex Property Trust Inc..... | PFD | 204409601 | 10151 | 570600 | SH | Defined | (1) (2) |
| Forest City Enterprises Inc..... | COM | 228227104 | 20436 | 456150 | SH | Defined | (1) (2) |
| GENERAL GROWTH PPTYS INC NEW..... | COM | 253868103 | 5018 | 75271 | SH | Defined | (1) (2) |
| General Growth Properties Inc..... | COM | 277276101 | 27505 | 632600 | SH | Defined | (1) (2) |
| HUNTSMAN CORP..... | COM | 291005106 | 14047 | 802237 | SH | Defined | (1) (2) |
| Inergy LP..... | COM | 293792107 | 13835 | 298300 | SH | Defined | (1) (2) |
| ITC Holdings Corp..... | COM | 297178105 | 74245 | 528400 | SH | Defined | (1) (2) |
| LAS VEGAS SANDS CORP..... | CL A | 345550107 | 1157 | 97900 | SH | Defined | (1) (2) |
| LENNAR CORP..... | COM | 370023103 | 5342975 | 355724031 | SH | Defined | (3) |
| Lennar Corp..... | COM | 370023103 | 126284 | 8407708 | SH | Defined | (1) (2) |
| LENNAR CORPORATION..... | COM | 447011107 | 1219 | 121871 | SH | Defined | (1) |
| LOWES COS INC..... | UNIT LTD | | | | | | |
| MarkWest Energy Partners LP..... | PTNR | 456615103 | 4860 | 199000 | SH | Defined | (1) (2) |
| | COM | 465685105 | 12854 | 169400 | SH | Defined | (1) (2) |
| | COM | 517834107 | 1043 | 24,400 | SH | Defined | |
| | CL A | 526057104 | 197 | 10,000 | SH | Defined | |
| | CL A | 526057104 | 51657 | 2628862 | SH | Defined | (1) (2) |
| | CL B | 526057302 | 481 | 30,870 | SH | Defined | |
| | CL B | 526057302 | 481 | 30870 | SH | Defined | (1) |
| | COM | 548661107 | 1053 | 41,500 | SH | Defined | |
| | UNIT LTD | | | | | | |
| | PARTN | 570759100 | 7582 | 137700 | SH | Defined | (1) (2) |

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|---------------------------|-------------|-----------|--------|------------|----|---------|---------|
| National Grid PLC..... | SPON ADR | | | | | | |
| | NEW | 636274300 | 6855 | 141400 | SH | Defined | (1) (2) |
| NISKA GAS STORAGE | UNIT LTD | | | | | | |
| PARTNERS LLC..... | LIABI | 654678101 | 111 | 12500 | SH | Defined | (1) |
| NORTH AMERICAN | | | | | | | |
| ENERGY PARTNERS..... | COM | 656844107 | 4545 | 705698 | SH | Defined | (1) |
| Northeast Utilities..... | COM | 664397106 | 5688 | 157707 | SH | Defined | (1) (2) |
| NorthWestern Corp..... | COM | 668074305 | 6668 | 186300 | SH | Defined | (1) (2) |
| Oneok Inc..... | COM | 682680103 | 16254 | 187500 | SH | Defined | (1) (2) |
| PAA Natural Gas Storage | COM UNIT | | | | | | |
| LP..... | LTD | 693139107 | 4729 | 252200 | SH | Defined | (1) (2) |
| Pennsylvania Real Estate | | | | | | | |
| Inves..... | SH BEN INT | 709102107 | 15480 | 1482751 | SH | Defined | (1) (2) |
| Plains All American | UNIT LTD | | | | | | |
| Pipeline L..... | PARTN | 726503105 | 7066 | 96200 | SH | Defined | (1) (2) |
| RamcoGershenson | PERP PFD- | | | | | | |
| Series D 7.25..... | D CV | 751452608 | 3283 | 77000 | SH | Defined | (1) (2) |
| Rayonier Inc..... | COM | 754907103 | 55889 | 1252281 | SH | Defined | (1) (2) |
| ROYAL BK CDA | | | | | | | |
| MONTREAL QUE..... | COM | 780087102 | 255 | 5000 | SH | Defined | |
| RYLAND GROUP INC..... | COM | 783764103 | 303 | 19250 | SH | Defined | (1) |
| Sempra Energy..... | COM | 816851109 | 8508 | 154684 | SH | Defined | (1) (2) |
| Simon Property Group | | | | | | | |
| Inc..... | COM | 828806109 | 292772 | 2270608 | SH | Defined | (1) (2) |
| Spectra Energy Corp..... | COM | 847560109 | 48137 | 1565430 | SH | Defined | (1) (2) |
| TECK COMINCO | | | | | | | |
| LIMITED..... | CL B | 878742204 | 2562 | 72800 | SH | Defined | (1) |
| TECUMSEH PRODS CO..... | CL B | 878895101 | 2225 | 500000 | SH | Defined | |
| TORONTO DOMINION | | | | | | | |
| BK ONT..... | COM | 891160509 | 322 | 4300 | SH | Defined | |
| Vornado Realty Trust..... | SH BEN INT | 929042109 | 1960 | 25500 | SH | Defined | (1) (2) |
| Weingarten Realty | | | | | | | |
| Investors..... | SH BEN INT | 948741103 | 1183 | 54200 | SH | Defined | (1) (2) |
| Weyerhaeuser Co..... | COM | 962166104 | 5618 | 300900 | SH | Defined | (1) (2) |
| Williams Cos Inc/The..... | COM | 969457100 | 822 | 24900 | SH | Defined | (1) (2) |
| JPMORGAN CHASE & | *W EXP | | | | | | |
| CO..... | 10/28/201 | 46634E114 | 850 | 100000 | SH | Defined | (1) |
| Alerian MLP ETF..... | Alerian MLP | 00162Q866 | 189 | 11354 | SH | Defined | (1) (2) |
| B&G FOODS INC..... | COM | 05508R106 | 481 | 20000 | SH | Defined | (1) |
| Beazer Homes USA Inc..... | COM | 07556Q105 | 3146 | 1268505 | SH | Defined | (1) (2) |
| BROOKFIELD | | | | | | | |
| RESIDENTIAL | | | | | | | |
| PPTYS..... | COM | 11283W104 | 573981 | 73,493,112 | SH | Defined | |
| Brookfield Residential | | | | | | | |
| Propert..... | COM | 11283W104 | 6066 | 776710 | SH | Defined | (1) (2) |
| CenterPoint Energy Inc... | COM | 15189T107 | 20119 | 1001440 | SH | Defined | (1) (2) |
| Chesapeake Midstream | | | | | | | |
| Partners..... | UNIT | 16524K108 | 7154 | 246700 | SH | Defined | (1) (2) |
| China Real Estate | | | | | | | |
| Information..... | ADR | 16948Q103 | 1968 | 485900 | SH | Defined | (1) (2) |
| Coresite Realty Corp..... | COM | 21870Q105 | 19150 | 1074620 | SH | Defined | (1) (2) |
| Corporate Office | | | | | | | |
| Properties Tr..... | SH BEN INT | 22002T108 | 102018 | 4798568 | SH | Defined | (1) (2) |
| Crosstex Energy Inc..... | COM | 22765Y104 | 3404 | 269300 | SH | Defined | (1) (2) |
| DDR Corp..... | COM | 23317H102 | 79784 | 6555779 | SH | Defined | (1) (2) |
| D R HORTON INC..... | COM | 23331A109 | 123 | 9,750 | SH | Defined | |
| Douglas Emmett Inc..... | COM | 25960P109 | 68429 | 3751577 | SH | Defined | (1) (2) |
| El Paso Corp..... | COM | 28336L109 | 17414 | 655400 | SH | Defined | (1) (2) |
| Enbridge Inc..... | COM | 29250N105 | 51497 | 1380365 | SH | Defined | (1) (2) |
| Enbridge Energy Partners | | | | | | | |
| LP..... | COM | 29250R106 | 11646 | 350900 | SH | Defined | (1) (2) |
| Energy Transfer Partners | UNIT LTD | | | | | | |

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|---------------------------|------------|-----------|--------|---------|----|---------|---------|
| LP..... | PARTN | 29273R109 | 6213 | 135500 | SH | Defined | (1) (2) |
| Energy Transfer Equity | COM UT | | | | | | |
| LP..... | LTD PTN | 29273V100 | 14073 | 346800 | SH | Defined | (1) (2) |
| EPR 5.75% Pfd | PFD C CNV | | | | | | |
| Series C..... | 5.75% | 29380T402 | 1142 | 59400 | SH | Defined | (1) (2) |
| Equity Lifestyle | | | | | | | |
| Properties In..... | COM | 29472R108 | 47176 | 707392 | SH | Defined | (1) (2) |
| Equity Residential..... | SH BEN INT | 29476L107 | 60864 | 1067222 | SH | Defined | (1) (2) |
| FRONTIER | | | | | | | |
| COMMUNICATIONS | | | | | | | |
| CORP..... | COM | 35906A108 | 495 | 96075 | SH | Defined | (1) (2) |
| GENERAL MOTORS CO..... | COM | 37045V100 | 12894 | 636126 | SH | Defined | (1) (2) |
| GENERAL MOTORS CO..... | *W EXP | | | | | | |
| | 07/10/201 | 37045V118 | 109 | 9,254 | SH | Defined | (1) (2) |
| GENERAL MOTORS CO..... | *W EXP | | | | | | |
| | 07/10/201 | 37045V118 | 401 | 34206 | SH | Defined | (1) (2) |
| GENERAL MOTORS CO..... | *W EXP | | | | | | |
| | 07/10/201 | 37045V126 | 72 | 9,254 | SH | Defined | (1) (2) |
| GENERAL MTRS CO..... | *W EXP | | | | | | |
| | 07/10/201 | 37045V126 | 1216 | 60,000 | SH | Defined | (1) (2) |
| GENERAL MOTORS CO..... | *W EXP | | | | | | |
| | 07/10/201 | 37045V126 | 267 | 34206 | SH | Defined | (1) (2) |
| Health Care REIT Inc..... | COM | 42217K106 | 97694 | 1791568 | SH | Defined | (1) (2) |
| HOWARD HUGHES | | | | | | | |
| CORP..... | COM | 44267D107 | 107095 | 2424618 | SH | Defined | (1) (2) |
| JP MORGAN CHASE & | | | | | | | |
| CO..... | COM | 46625H100 | 24289 | 730500 | SH | Defined | (1) (2) |
| KB Home..... | COM | 48666K109 | 6009 | 894200 | SH | Defined | (1) (2) |
| Kinder Morgan | | | | | | | |
| Management LLC..... | SHS | 49455U100 | 10125 | 128950 | SH | Defined | (1) (2) |
| MITEL NETWORKS | | | | | | | |
| CORP..... | COM | 60671Q104 | 1240 | 389800 | SH | Defined | (1) (2) |
| NuStar Energy LP..... | UNIT COM | 67058H102 | 6527 | 115200 | SH | Defined | (1) (2) |
| Parkway Properties Inc/ | | | | | | | |
| Md..... | COM | 70159Q104 | 10338 | 1048454 | SH | Defined | (1) (2) |
| ProLogis..... | COM | 74340W103 | 118516 | 4145355 | SH | Defined | (1) (2) |
| Provident Energy Ltd..... | COM | 74386V100 | 3241 | 334500 | SH | Defined | (1) (2) |
| Public Storage..... | COM | 74460D109 | 168648 | 1254260 | SH | Defined | (1) (2) |
| Regency Energy Partners | COM UNITS | | | | | | |
| LP..... | L P | 75885Y107 | 6993 | 281300 | SH | Defined | (1) (2) |
| SBA Communications | | | | | | | |
| Corp..... | COM | 78388J106 | 16226 | 377700 | SH | Defined | (1) (2) |
| SL Green Realty Corp..... | COM | 78440X101 | 82196 | 1233426 | SH | Defined | (1) (2) |
| Starwood Hotels & | | | | | | | |
| Resorts Worl..... | COM | 85590A401 | 69432 | 1447400 | SH | Defined | (1) (2) |
| Targa Resources Partners | | | | | | | |
| LP..... | COM UNIT | 87611X105 | 4440 | 119100 | SH | Defined | (1) (2) |
| Targa Resources Corp..... | COM | 87612G101 | 8268 | 203200 | SH | Defined | (1) (2) |
| Tesoro Logistics LP..... | COM UNIT | | | | | | |
| | LP | 88160T107 | 2902 | 88200 | SH | Defined | (1) (2) |
| TransCanada Corp..... | COM | 89353D107 | 34225 | 784803 | SH | Defined | (1) (2) |
| TRANSCANADA CORP..... | COM | 89353D107 | 393 | 9000 | SH | Defined | (1) (2) |
| Ventas Inc..... | COM | 92276F100 | 117140 | 2124792 | SH | Defined | (1) (2) |
| WINDSTREAM CORP..... | COM | 97381W104 | 645 | 54900 | SH | Defined | (1) (2) |
| BROOKFIELD INFRAST | LP INT | | | | | | |
| PARTNERS..... | UNIT | G16252101 | 1355 | 48930 | SH | Defined | (1) (2) |
| DIANA SHIPPING INC..... | COM | Y2066G104 | 374 | 50,000 | SH | Defined | (1) (2) |
| DIANA | | | | | | | |
| CONTAINERSHIPS | | | | | | | |
| INC..... | COM | Y2069P101 | 9 | 1627 | SH | Defined | (1) (2) |