

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2
 Form 13F Information Table Entry Total: 159
 Form 13F Information Table Value Total: 13964797
 (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. |
| (3) | 028-14362 | Brookfield Asset Management Private Institutional Capital Adviser(Canada)LP |

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 DCRETN | Voting Au ----- Oth MANAG |
|-----------------------------|----------------|-----------|-----------------|-----------------|-------------------|----------------|---------------------------------|
| 7 Days Group Holdings Ltd | ADR | 81783J101 | 1069 | 101200 SH | | Defined | |
| AK STEEL HOLDING CORP | COM | 001547108 | 1761 | 300000 SH | | Defined | |
| American Water Works Co Inc | COM | 030420103 | 13355 | 389600 SH | | Defined | |
| AMERICAN WATER WORKS CO INC | COM | 03027X100 | 63508 | 908426 SH | | Defined | |
| AT&T | COM | 00206R102 | 303 | 8500 SH | | Defined | |
| AV HOMES INC | COM | 00234P102 | 8579 | 588429 SH | | Defined | |
| AVALONBAY COMMUNITIES INC | COM | 053484101 | 16482 | 116500 SH | | Defined | |
| B&G FOODS INC | COM | 05508R106 | 532 | 20000 SH | | Defined | |
| BANK MONTREAL QUE | COM | 063671101 | 191 | 3500 SH | | Defined | |

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|--|------------------|-----------|---------|----------------|---------|
| BANK NOVA SCOTIA HALIFAX | COM | 064149107 | 181 | 3500 SH | Defined |
| BANK OF AMERICA CORP | *W EXP 10/26/201 | 060505153 | 360 | 450000 SH | Defined |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 45837 | 5603500 SH | Defined |
| BEAZER HOMES USA INC | COM | 07556Q105 | 8704 | 2678005 SH | Defined |
| BOARDWALK PIPLINE PARTNERS LP | UT LTD PARTNER | 096627104 | 5625 | 203600 SH | Defined |
| Brandywine Realty Trust | SH BEN INT NEW | 105368203 | 17756 | 1438894 SH | Defined |
| BREITBURN ENERGY PARTNERS LP | COM UT LTD PTN | 106776107 | 217 | 13075 SH | Defined |
| Brookdale Senior Living Inc | COM | 112463104 | 72356 | 4078695 SH | Defined |
| BROOKDALE SR LIVING INC | COM | 112463104 | 1100 | 62000 SH | Defined |
| Brookfield Canada Office Prope | TR UNIT | 112823109 | 975 | 36100 SH | Defined |
| 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 |
| BROOKFIELD RESIDENTIAL PPTYS | COM | 11283W104 | 832677 | 73,493,112 SH | Defined |
| Brookfield Residential Propert | COM | 11283W104 | 4771 | 437690 SH | Defined |
| Camden Property Trust | SH BEN INT | 133131102 | 21764 | 321620 SH | Defined |
| 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 |
| CenterPoint Energy Inc | COM | 15189T107 | 20252 | 979800 SH | Defined |
| CENTURYLINK INC | COM | 156700106 | 375 | 9500 SH | Defined |
| CGI GROUP INC | CL A SUB VTG | 39945C109 | 21536 | 894763 SH | Defined |
| Chesapeake Midstream Partners | UNIT | 16524K108 | 10846 | 398600 SH | Defined |
| CITIGROUP INC | COM NEW | 172967424 | 100 | 3653 SH | Defined |
| CITIGROUP INC | COM NEW | 172967424 | 31548 | 1150950 SH | Defined |
| Commonwealth REIT | 6.50% PFD CUM CO | 203233408 | 7509 | 342085 SH | Defined |
| Consolidated Edison Inc | COM | 209115104 | 14832 | 238500 SH | Defined |
| Crown Castle International Cor | COM | 228227104 | 26400 | 450050 SH | Defined |
| DDR Corp | COM | 23317H102 | 29942 | 2045241 SH | Defined |
| DIANA SHIPPING INC DSX | COM | Y2066G104 | 389 | 50,000 SH | Defined |
| Douglas Emmett Inc | COM | 25960P109 | 27369 | 1184800 SH | Defined |
| DuPont Fabros Technology Inc | COM | 26613Q106 | 3867 | 135400 SH | Defined |
| E-House China Holdings Ltd | ADR | 26852W103 | 8199 | 1490800 SH | Defined |
| Emeritus Corp | COM | 291005106 | 11350 | 674402 SH | Defined |
| Enbridge Energy Partners LP | COM | 29250R106 | 10797 | 350900 SH | Defined |
| Enbridge Inc | COM | 29250N105 | 62063 | 1551907 SH | Defined |
| ENDEAVOUR SILVER CORP | COM | 29258Y103 | 6451 | 794489 SH | Defined |
| Energen Corp | COM | 29265N108 | 505 | 11200 SH | Defined |

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| Energy Transfer Equity LP | COM UT LTD PTN | 29273V100 | 14140 | 344700 SH | Defined |
| Energy Transfer Partners LP | UNIT LTD PARTN | 29273R109 | 5988 | 135500 SH | Defined |
| Enterprise Products Partners L | COM | 293792107 | 19282 | 376300 SH | Defined |
| Entertainment PPTYS TR EQT Corp | CONV PFD 9% SR E | 29380T600 | 7194 | 263505 SH | Defined |
| Equity Lifestyle Properties In | COM | 29472R108 | 766 | 11100 SH | Defined |
| Equity Residential | SH BEN INT | 29476L107 | 368 | 5900 SH | Defined |
| Essex Property Trust Inc | COM | 297178105 | 28875 | 187600 SH | Defined |
| Exterran Partners LP | COM UNITS | 30225N105 | 6252 | 325100 SH | Defined |
| FERRELLGAS PARTNERS LP | UNIT LTD PART | 315293100 | 127 | 6750 SH | Defined |
| First Industrial Realty Trust | COM | 32054K103 | 20100 | 1592730 SH | Defined |
| FIRSTSERVICE CORP | SUB VTG SHS | 33761N109 | 6862 | 240950 SH | Defined |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 210 | 54895 SH | Defined |
| GENERAL GROWTH PPTYS INC NEW | COM | 370023103 | 6434533 | 357662764 SH | Defined |
| General Growth Properties Inc | COM | 370023103 | 20760 | 1147603 SH | Defined |
| GENERAL MTRS CO | COM | 37045V100 | 12869 | 652564 SH | Defined |
| GENERAL MTRS CO | *W EXP 07/10/201 | 37045V118 | 479 | 43445 SH | Defined |
| GENERAL MTRS CO | *W EXP 07/10/201 | 37045V126 | 295 | 43445 SH | Defined |
| Glimcher Realty Trust | SH BEN INT | 379302102 | 846 | 82731 SH | Defined |
| Health Care REIT Inc | COM | 42217K106 | 45696 | 783800 SH | Defined |
| HOWARD HUGHES CORP | COM | 44267D107 | 148896 | 2424618 SH | Defined |
| Hudson Pacific Properties Inc | COM | 444097109 | 19794 | 1136918 SH | Defined |
| HUNTSMAN CORP | COM | 447011107 | 1542 | 119175 SH | Defined |
| Hyatt Hotels Corp | COM CL A | 448579102 | 3567 | 96000 SH | Defined |
| Inergy LP | UNIT LTD PARTN | 456615103 | 19478 | 1046100 SH | Defined |
| IRSA Inversiones y Representac | GLOBL DEP RCPT | 450047204 | 1478 | 208425 SH | Defined |
| ISHARES | S&P 500 INDEX | 464287200 | 2134 | 15607 SH | Defined |
| ISHARES | MSCI EMRG MKT | 464287234 | 718 | 18359 SH | Defined |
| ISHARES | S&P 500 GRW | 464287309 | 886 | 12059 SH | Defined |
| ISHARES | S&P 500 VALUE | 464287408 | 567 | 9103 SH | Defined |
| ISHARES | MSCI EAFE INDEX | 464287465 | 1181 | 23640 SH | Defined |
| ISHARES | S&P MIDCAP 400 | 464287507 | 2583 | 27433 SH | Defined |
| ISHARES | RUSSELL 100 | 464287622 | 1398 | 18582 SH | Defined |
| ISHARES | S&P SMLCO VALU | 464287879 | 1425 | 19167 SH | Defined |
| ISHARES | S&P SMLCP GROW | 464287887 | 1550 | 19199 SH | Defined |
| iStar Financial Inc | COM | 45031U101 | 10203 | 1581867 SH | Defined |
| JP MORGAN CHASE & CO | *W EXP 0/26/201 | 46634E114 | 977 | 100000 SH | Defined |
| JP MORGAN CHASE & CO | COM | 46625H100 | 26101 | 730500 SH | Defined |
| JUST ENERGY GROUP INC | COM | 48213W101 | 363 | 33368 SH | Defined |
| KB Home | COM | 48666K109 | 7490 | 764300 SH | Defined |
| Kilroy Realty Corp | COM | 49427F108 | 29428 | 607900 SH | Defined |
| Kinder Morgan Inc | COM | 49456B101 | 46533 | 1444226 SH | Defined |
| Kinder Morgan Inc | *W EXP 05/25/201 | 49456B119 | 1762 | 815680 SH | Defined |
| Kinder Morgan Management LLC | SHS | 49455U100 | 9762 | 132966 SH | Defined |
| LAS VEGAS SAND CORP LVS | COM | 517834107 | 274 | 6,300 SH | Defined |

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|-------------------------|------------|-----------|-------|---------|----|---------|
| LEAR CORP | COM | 521865204 | 817 | 21,660 | SH | Defined |
| Lennar Corp | CL A | 526057104 | 2680 | 86700 | SH | Defined |
| Liberty Property Trust | SH BEN INT | 531172104 | 40937 | 1111200 | SH | Defined |
| LOWE'S COMPANIES INC | COM | 548661107 | 1173 | 41,500 | SH | Defined |

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | Value (X\$1000) | Shares/ PRN AMT | Sh/ PRN | Put/ CALL | Invstmt DSCRETN | Oth MANAG |
|-----------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|--------------|
| Marathon Petroleum Corporation | COM | 56585A102 | 853 | 19000 | SH | | Defined | |
| MarkWest Energy Partners LP | UNIT LTD PARTN | 570759100 | 11336 | 229900 | SH | | Defined | |
| MGM Resorts International | COM | 552953101 | 5002 | 448200 | SH | | Defined | |
| MITEL NETWORKS CORP | COM | 60671Q104 | 610 | 138000 | SH | | Defined | |
| NISKA GAS STORAGE PARTNERS LLC | UNIT LTD LIABI | 654678101 | 151 | 12500 | SH | | Defined | |
| NiSource Inc | COM | 65473P105 | 11484 | 464000 | SH | | Defined | |
| NORTH AMERICAN ENERGY PARTNERS | COM | 656844107 | 1821 | 705698 | SH | | Defined | |
| Northeast Utilities | COM | 664397106 | 15842 | 408200 | SH | | Defined | |
| NorthWestern Corp | COM NEW | 668074305 | 5252 | 143100 | SH | | Defined | |
| NuStar Energy LP | UNIT COM | 67058H102 | 3665 | 68000 | SH | | Defined | |
| Oneok Inc | COM | 682680103 | 25614 | 605400 | SH | | Defined | |
| OPEN TEXT CORP | COM | 683715106 | 10983 | 220100 | SH | | Defined | |
| ORACLE CORPORATION | COM | 68389X105 | 226 | 7600 | SH | | Defined | |
| PAA Natural Gas Storage LP | COM UNIT LTD | 693139107 | 3172 | 177500 | SH | | Defined | |
| Parkway Properties Inc/Md | COM | 70159Q104 | 11994 | 1048454 | SH | | Defined | |
| Pembina Pipeline Corp | COM | 706327103 | 15016 | 586588 | SH | | Defined | |
| Pennsylvania Real Estate Inves | SH BEN INT | 709102107 | 11063 | 738485 | SH | | Defined | |
| PG & E Corporation | COM | 69331C108 | 40901 | 903500 | SH | | Defined | |
| Plains All American Pipeline L | UNIT LTD PARTN | 726503105 | 10101 | 125000 | SH | | Defined | |
| PRECISION DRILLING CORP | COM 2010 | 74022D308 | 4715 | 680425 | SH | | Defined | |
| ProLogis | COM | 74340W103 | 19589 | 589500 | SH | | Defined | |
| Public Storage | COM | 74460D109 | 89347 | 618702 | SH | | Defined | |
| Ramco-Gershenson PPTYS TR | PERP PFD-D CV | 751452608 | 2035 | 40700 | SH | | Defined | |
| Rayonier Inc | COM | 754907103 | 15151 | 337431 | SH | | Defined | |
| Regency Centers Corp | COM | 758849103 | 271 | 5700 | SH | | Defined | |
| ROUSE PPTYS INC | COM | 779287101 | 358307 | 26580603 | SH | | Defined | |
| ROYAL BK CDA MONTREAL QUE | COM | 780087102 | 253 | 5000 | SH | | Defined | |
| SBA Communications Corp | COM | 78388J106 | 22985 | 402900 | SH | | Defined | |
| Sempra Energy | COM | 816851109 | 30733 | 446184 | SH | | Defined | |
| SILVER STANDARD RESOURCES INC | COM | 82823L106 | 3978 | 353947 | SH | | Defined | |
| Simon Property Group Inc | COM | 828806109 | 93990 | 603819 | SH | | Defined | |

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|-----------------------------------|-----------------|-----------|-------|---------|----|---------|
| SL Green Realty Corp | COM | 78440X101 | 51272 | 638983 | SH | Defined |
| Southwest Gas Corp | COM | 844895102 | 13497 | 309200 | SH | Defined |
| SPDR S&P MIDCAP 400 ETF TRUST | UTSERI S&PCRP | 78467Y107 | 2679 | 15640 | SH | Defined |
| SPDR TRUST SERIES I | TR UNIT | 78462F103 | 2348 | 17252 | SH | Defined |
| Spectra Energy Corp | COM | 847560109 | 33358 | 1147900 | SH | Defined |
| SUN LIFE FIN OF CANADA | COM | 866796105 | 3878 | 175100 | SH | Defined |
| Sunoco Logistics Partners LP | COM | 86764L108 | 664 | 18300 | SH | Defined |
| Sunstone Hotel Investors Inc | COM | 867892101 | 5005 | 455400 | SH | Defined |
| Sunstone Hotel Investors Inc | CV 8% SUM PFD-D | 867892507 | 204 | 8100 | SH | Defined |
| TAHOE RESOURCES INC | COM | 873868103 | 8307 | 990500 | SH | Defined |
| TECK COMINCO LIMITED | CL B | 878742204 | 2295 | 72800 | SH | Defined |
| TECUMSEH PRODS CO | COM | 878895101 | 2450 | 500,000 | SH | Defined |
| Tesoro Logistics LP | COM UNIT LP | 88160T107 | 3997 | 117900 | SH | Defined |
| The Williams Companies, Inc. | COM | 969457100 | 16012 | 555600 | SH | Defined |
| Toll Brothers Inc | COM | 889478103 | 8916 | 299900 | SH | Defined |
| TORONTO DOMINION BK ONT | COM | 891160509 | 333 | 4300 | SH | Defined |
| TransCanada Corp | COM | 89353D107 | 54767 | 1304980 | SH | Defined |
| TRANSCANADA CORP | COM | 89353D107 | 377 | 9000 | SH | Defined |
| TRW AUTOMOTIVE HLDGS CORP | COM | 87264S106 | 3915 | 106500 | SH | Defined |
| TRW AUTOMOTIVE HOLDINGS CORP | COM | 87264S106 | 3915 | 106500 | SH | Defined |
| UDR Inc | COM | 902653104 | 23601 | 913336 | SH | Defined |
| VALEANT PHARMACEUTICALS INTERN | COM | 91911K102 | 10185 | 396173 | SH | Defined |
| Ventas Inc | COM | 92276F100 | 35714 | 565813 | SH | Defined |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 333 | 7500 | SH | Defined |
| Weingarten Realty Investors | SH BEN INT | 948741103 | 10844 | 411700 | SH | Defined |
| Weyerhaeuser Co | COM | 962166104 | 38687 | 1730200 | SH | Defined |
| WGL Holdings Inc | COM | 92924F106 | 7469 | 187900 | SH | Defined |
| Williams Partners LP | COM UNIT L P | 96950F104 | 6031 | 115442 | SH | Defined |
| WINDSTREAM CORP | COM | 97381W104 | 276 | 28550 | SH | Defined |
| Winthrop Realty Trust | SH BENINT NEW | 976391300 | 4077 | 335286 | SH | Defined |
| WYNN RESORTS LTD | COM | 983134107 | 5259 | 50700 | SH | Defined |