

BROOKFIELD ASSET MANAGEMENT INC.

Form 6-K

May 25, 2006

**FORM 6-K**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Report of Foreign Private Issuer**  
**Pursuant to Rule 13a-16 or 15d-16**  
**of the Securities Exchange Act of 1934**  
**For the month of May, 2006**  
**Commission File Number: 033-97038**  
**BROOKFIELD ASSET MANAGEMENT INC.**

(Translation of Registrant's Name into English)  
Suite 300, BCE Place, 181 Bay Street, P.O. Box 762, Toronto, Canada M5J 2T3

(Address of Principal Executive Offices)  
Indicate by check mark whether the registrant files or will file annual reports  
under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper  
as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper  
as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

Indicate by check mark whether the registrant by furnishing the information  
contained in this form is also thereby furnishing the information to the  
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

(If "Yes" is marked, indicate below the file number assigned to the registrant  
in connection with Rule 12g3-2(b): 82-\_\_\_\_\_.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 25, 2006

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ Brian D. Lawson

Name: Brian D. Lawson

Title: Managing Partner and Chief Financial  
Officer

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**EXHIBIT INDEX**

<b>Exhibits</b>	<b>Description</b>
1	Code of Business Conduct and Ethics of Brookfield Asset Management Inc. and Wholly-Owned Subsidiary Companies