

BROOKFIELD ASSET MANAGEMENT INC.

Form 40-F/A

April 18, 2007

**U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Amendment No. 1
to
FORM 40-F**

(Check One)

o Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

p Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2006

**Commission file number 1-15226
BROOKFIELD ASSET MANAGEMENT INC.
(Exact name of registrant as specified in its charter)**

| | | |
|--|---|--|
| | 1121, 1031, 1061, 1311, 1321, 2421, 4939, 6311 | Not applicable |
| Ontario, Canada | (Primary Standard Industrial Classification Code Number (if applicable)) | (I.R.S. Employer Identification Number (if Applicable)) |
| (Province or other jurisdiction of incorporation or organization) | | |

**Suite 300, BCE Place, 181 Bay Street, P.O. Box 762, Toronto, Ontario, Canada M5J 2T3
(416) 363-9491**

(Address and Telephone Number of Registrant's Principal Executive Offices)

**Torys LLP, 237 Park Avenue, New York, NY 10017-3142
(212) 880-6000**

(Name, Address (Including Zip Code) and Telephone Number
(Including Area Code) of Agent For Service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

| | |
|---|--|
| Title of each class | Name of each exchange on which registered |
| Class A Limited Voting Shares | New York Stock Exchange |
| Securities registered or to be registered pursuant to Section 12(g) of the Act. None | |
| Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. Debt Securities | |

For annual reports, indicate by check mark the information filed with this Form:

o Annual Information Form

o Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

Class A Limited Voting Shares **387,669,896**

Class B Limited Voting Shares **85,120**

Indicate by check mark whether the registrant by filing 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

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(the Exchange Act). If Yes is marked, indicate the file number assigned to the registrant in connection with such rule.

Yes o

No p

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days.

Yes p

No o

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this amendment No. 1 to the registrant's annual report of Form 40-F to be signed on its behalf by the undersigned, thereunto duly authorized, on April 18, 2007.

Brookfield Asset Management Inc.

By: /s/ Alan V. Dean
Name: Alan V. Dean
Title: Senior Vice-President and Secretary

EXHIBIT INDEX

| Exhibit | Description |
|----------------|------------------------------|
| 99.8 | Consent of Deloitte & Touche |