

FAIRFAX FINANCIAL HOLDINGS LTD/ CAN
Form 13F-HR
August 15, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: June 30, 2011

Check here if Amendment: ; Amendment Number:____
This Amendment (check only one): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fairfax Financial Holdings Limited
Address: 95 Wellington Street West
Suite 800
Toronto, ON M5J 2N7

Form 13F File Number: 028-12554

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: Paul Rivett
Title: Vice President and Chief Legal Officer
Phone: 416-367-4941

Signature, Place, and Date of Signing:

/s/ Paul Rivett Toronto, ON August 12, 2011

Report Type (Check one only):

- 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).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 44

Form 13F Information Table Value Total: \$3,019,761
(thousands)

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.	Form 13F File Number	Name
01	028-12555	Hamblin Watsa Investment Counsel Ltd.
02	028-12556	V. Prem Watsa

FAIRFAX FINANCIAL HOLDINGS LIMITED FORM 13F INFORMATION TABLE June 30, 2011

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
ABITIBIBOWATER INC	COM NEW	003687209	354,798	17,503,604	SH		DEFINED
BCE INC.	COM NEW	05534B760	10,514	268,300	SH		DEFINED
BALDWIN & LYONS INC CL B	CL B	057755209	22,375	969,875	SH		DEFINED
BERKSHIRE HATHAWAY INC.	CL A	084670108	696	6	SH		DEFINED
BERKSHIRE HATHAWAY INC.	CL B NEW	084670702	812	10,500	SH		DEFINED
BRISTOL-MYERS SQB	COM	110122108	289	10,000	SH		DEFINED
BROWN & BROWN INC	COM	115236101	308	12,000	SH		DEFINED
CFS BANCORP INC.	COM	12525D102	54	10,000	SH		DEFINED
CITIGROUP INC	COM NEW	172967424	416	10,000	SH		DEFINED
CNINSURE INC	SPONSORED ADR	18976M103	803	54,700	SH		DEFINED
CRESUD S A C I F Y A	SPONSORED ADR	226406106	14,300	886,008	SH		DEFINED
DELL INC	COM	24702R101	378,300	22,693,489	SH		DEFINED
EXCO RESOURCES INC	COM	269279402	11,618	659,000	SH		DEFINED
FIRST PLACE FINANCIAL/OHIO FRONTIER COMMUNICATIONS CORP	COM	33610T109	12	10,000	SH		DEFINED
HOLOGIC INC	COM	35906A108	149,891	18,620,000	SH		DEFINED
HOLOGIC INC	COM	436440101	403	20,000	SH		DEFINED
INTEL CORP	SDCV	458140AD2	11,888	11,500,000	PRN		DEFINED
JOHNSON & JOHNSON	COM	478160104	344,549	5,184,300	SH		DEFINED
KENNEDY-WILSON HLDGS INC	COM	489398107	4,892	400,000	SH		DEFINED
KRAFT FOODS INC	CL A	50075N104	188,982	5,365,751	SH		DEFINED
LEVEL 3 COMMUNICATIONS	COM	52729N100	336,255	138,376,421	SH		DEFINED

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INC							
LEVEL 3 COMMUNICATIONS INC	NOTE	52729NBM1	162,601	100,062,000	PRN		DEFINED
LEVEL 3 COMMUNICATIONS INC	NOTE	52729NBP4	119,250	75,000,000	PRN		DEFINED
MBIA INC	COM	55262C100	260	30,000	SH		DEFINED
MERCK & CO. INC.	COM	58933Y105	282	8,000	SH		DEFINED
MOHAWK INDS INC	COM	608190104	348	5,800	SH		DEFINED
NAM TAI ELECTRS INC	COM PAR \$0.02	629865205	193	35,000	SH		DEFINED
NEW YORK COMMUNITY BANCORP INC	COM	649445103	450	30,000	SH		DEFINED
NEW YORK TIMES CO	CL A	650111107	218	25,000	SH		DEFINED
NEWMARKET CORP	COM	651587107	683	4,000	SH		DEFINED
OLD REPUBLIC INTL CORPORATION	COM	680223104	353	30,000	SH		DEFINED
OVERSTOCK.COM INC	COM	690370101	51,577	3,388,774	SH		DEFINED
OVERSTOCK.COM INC	NOTE	690370AB7	21,599	21,653,000	PRN		DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	474	15,000	SH		DEFINED
PFIZER INC	COM	717081103	4,839	235,000	SH		DEFINED
RESEARCH IN MOTION LTD	COM	760975102	241,340	8,373,300	SH		DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	5,691	194,100	SH		DEFINED
SLM CORP	COM	78442P106	421	25,000	SH		DEFINED
SANDRIDGE ENERGY INC	COM	80007P307	226,713	21,307,600	SH		DEFINED
SUPERMEDIA INC	COM	868447103	1,361	362,974	SH		DEFINED
US BANCORP DEL	COM NEW	902973304	113,432	4,448,310	SH		DEFINED
USG Corp	COM NEW	903293405	97,290	6,794,000	SH		DEFINED
WAL-MART STORES INC	COM	931142103	11,684	220,000	SH		DEFINED
WELLS FARGO & CO.	COM	949746101	126,548	4,511,530	SH		DEFINED