

BROOKFIELD ASSET MANAGEMENT INC.

Form 6-K

October 20, 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 October 2006

Commission File Number: 033-97038

BROOKFIELD ASSET MANAGEMENT INC.

(formerly Brascan Corporation)

(Translation of registrant's name into English)

BCE Place

Suite 300

181 Bay Street, P.O. Box 762

Toronto, Ontario, Canada M5J 2T3

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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 by furnishing the information contained in this Form, the registrant 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-

INCORPORATION BY REFERENCE

The Form 6-K of Brookfield Asset Management Inc. dated October 20, 2006 and the exhibit thereto are hereby incorporated by reference as exhibits to Brookfield Asset Management Inc.'s registration statement on Form F-9 (File No. 333-112049).

EXHIBIT LIST

Exhibit Description

- | | |
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| 99.1 | <u>PRESS RELEASE, DATED OCTOBER 20, 2006, REGARDING BROOKFIELD ANNOUNCES RESULTS OF CONVERSION OF ITS SERIES 8 AND SERIES 9 PREFERRED SHARES</u> |
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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.

BROOKFIELD ASSET MANAGEMENT INC.

Date: October 20, 2006

By: /s/ B. D. Lawson

Name: B. D. Lawson

Title: Managing Partner & CFO