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BANK OF NOVA SCOTIA /  
Form 13F-HR  
August 14, 2007

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2007

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: The Bank of Nova Scotia  
Address: 40 King St. West  
Scotia Plaza 9th Floor  
Toronto, Ontario M5H 1H1

13F File Number: 28-11475

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: Maria Theofilaktidis  
Title: Vice President, Financial Accounting and Controls  
Phone: 416-866-4269

Signature, Place, and Date of Signing:

/s/ Maria Theofilaktidis Toronto, Ontario, Canada August 14, 2007

Report Type (Check only one.):

[ ] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ X] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

| Form 13F File Number | Name                                   |
|----------------------|--|
| 28-11461             | Scotia Capital Inc.                    |
| 28-11460             | Scotia Cassels Investment Counsel Ltd. |
| 28-11459             | Bank of Nova Scotia Trust Co.          |

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
 Form13F Information Table Entry Total: 156  
 Form13F Information Table Value Total: \$19,671,792 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

|                     |                     |
|---------------------|---------------------|
| No. 13F File Number | Name                |
| 28-11472            | BNS Investment Inc. |

| NAME OF ISSUER              | TITLE OF CLASS | CUSIP     | FORM 13F INFORMATION TABLE |                |            |     | PUT/<br>CALL | INVSTMT<br>DCRETN | OTH<br>MANA |
|-----------------------------|----------------|-----------|----------------------------|----------------|------------|-----|--------------|-------------------|-------------|
|                             |                |           | VALUE<br>(x\$1000)         | SHARES/<br>PRN | SH/<br>AMT | PRN |              |                   |             |
| 3M CO                       | COM            | 88579Y101 | 1498                       | 17245          | SH         |     | DEFINED      | 1                 |             |
| ABITIBI-CONSOLIDATED INC    | COM            | 003924107 | 18766                      | 6430732        | SH         |     | SOLE         |                   |             |
| AGNICO EAGLE MINES LTD      | COM            | 008474108 | 7589                       | 208807         | SH         |     | SOLE         |                   |             |
| AGRIUM INC                  | COM            | 008916108 | 9516                       | 217136         | SH         |     | SOLE         |                   |             |
| ALCAN INC                   | COM            | 013716105 | 194316                     | 2382325        | SH         |     | SOLE         |                   |             |
| ALCOA INC                   | COM            | 013817101 | 724                        | 17845          | SH         |     | DEFINED      | 1                 |             |
| ALTRIA GROUP INC            | COM            | 02209S103 | 1246                       | 17745          | SH         |     | DEFINED      | 1                 |             |
| AMERICAN EXPRESS CO         | COM            | 025816109 | 1087                       | 17745          | SH         |     | DEFINED      | 1                 |             |
| AMERICAN INTL GROUP INC     | COM            | 026874107 | 1242                       | 17715          | SH         |     | DEFINED      | 1                 |             |
| AMGEN INC                   | COM            | 031162100 | 5529                       | 100000         | SH         |     | SOLE         |                   |             |
| ANADARKO PETE CORP          | COM            | 032511107 | 2600                       | 50000          | SH         |     | SOLE         |                   |             |
| ANHEUSER BUSCH COS INC      | COM            | 035229103 | 3912                       | 75000          | SH         |     | SOLE         |                   |             |
| APPLE INC                   | COM            | 037833100 | 3051                       | 25000          | SH         |     | SOLE         |                   |             |
| AT&T INC                    | COM            | 00206R102 | 716                        | 17245          | SH         |     | DEFINED      | 1                 |             |
| BALLARD PWR SYS INC         | COM            | 05858H104 | 336                        | 63000          | SH         |     | SOLE         |                   |             |
| BANK MONTREAL QUE           | COM            | 063671101 | 1422618                    | 22158739       | SH         |     | SOLE         |                   |             |
| BANK OF AMERICA CORPORATION | COM            | 060505104 | 17112                      | 350000         | SH         |     | SOLE         |                   |             |
| BARRICK GOLD CORP           | COM            | 067901108 | 114394                     | 3933988        | SH         |     | SOLE         |                   |             |
| BAYTEX ENERGY TR            | TRUST UNIT     | 073176109 | 4349                       | 217100         | SH         |     | SOLE         |                   |             |
| BCE INC                     | COM NEW        | 05534B760 | 24252                      | 640500         | SH         |     | SOLE         | 1                 |             |
| BCE INC                     | COM NEW        | 05534B760 | 1304777                    | 34459822       | SH         |     | SOLE         |                   |             |
| BEST BUY INC                | COM            | 086516101 | 9334                       | 200000         | SH         |     | SOLE         |                   |             |
| BIOVAIL CORP                | COM            | 09067J109 | 6121                       | 240207         | SH         |     | SOLE         |                   |             |
| BOEING CO                   | COM            | 097023105 | 1612                       | 16745          | SH         |     | DEFINED      | 1                 |             |
| BRISTOL MYERS SQUIBB CO     | COM            | 110122108 | 2367                       | 75000          | SH         |     | SOLE         |                   |             |
| BROOKFIELD ASSET MGMT INC   | CL A LTD VT SH | 112585104 | 729218                     | 18233027       | SH         |     | SOLE         |                   |             |
| BROOKFIELD PPTYS CORP       | COM            | 112900105 | 30832                      | 1263885        | SH         |     | SOLE         |                   |             |
| CAE INC                     | COM            | 124765108 | 22188                      | 1664757        | SH         |     | SOLE         |                   |             |
| CAMECO CORP                 | COM            | 13321L108 | 49775                      | 982039         | SH         |     | SOLE         |                   |             |
| CANADIAN NAT RES LTD        | COM            | 136385101 | 182039                     | 2740102        | SH         |     | SOLE         |                   |             |
| CANADIAN NATL RY CO         | COM            | 136375102 | 365772                     | 7189918        | SH         |     | SOLE         |                   |             |

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|                              |                  |           |         |          |    |           |
|------------------------------|------------------|-----------|---------|----------|----|-----------|
| CANADIAN PAC RY LTD          | COM              | 13645T100 | 55252   | 800128   | SH | SOLE      |
| CANETIC RES TR               | COM              | 137513107 | 11746   | 722500   | SH | SOLE      |
| CATERPILLAR INC DEL          | COM              | 149123101 | 1351    | 17240    | SH | DEFINED 1 |
| CDN IMPERIAL BK OF COMMERCE  | COM              | 136069101 | 1364286 | 15142307 | SH | SOLE      |
| CELESTICA INC                | SUB VTG SHS      | 15101Q108 | 1961    | 310960   | SH | SOLE      |
| CENTENNIAL COMMUNCTNS CORP N | CL A NEW         | 15133V208 | 245     | 25845    | SH | SOLE      |
| CHC HELICOPTER CORP          | CL A SUB VTG     | 12541C203 | 30200   | 1170000  | SH | SOLE      |
| CHESAPEAKE ENERGY CORP       | COM              | 165167107 | 3460    | 100000   | SH | SOLE      |
| CISCO SYS INC                | COM              | 17275R102 | 501     | 18655    | SH | DEFINED 1 |
| CITIGROUP INC                | COM              | 172967101 | 894     | 17430    | SH | DEFINED 1 |
| CITIGROUP INC                | COM              | 172967101 | 15387   | 300000   | SH | SOLE      |
| COCA COLA CO                 | COM              | 191216100 | 929     | 17745    | SH | DEFINED 1 |
| COCA COLA CO                 | COM              | 191216100 | 2616    | 50000    | SH | SOLE      |
| COGNOS INC                   | COM              | 19244C109 | 5595    | 140331   | SH | SOLE      |
| CONCUR TECHNOLOGIES INC      | COM              | 206708109 | 336     | 14709    | SH | SOLE      |
| CORUS ENTERTAINMENT INC      | COM CL B NON VTG | 220874101 | 15960   | 341433   | SH | SOLE      |
| COTT CORP QUE                | COM              | 22163N106 | 1626    | 112078   | SH | SOLE      |
| CVS CAREMARK CORPORATION     | COM              | 126650100 | 12758   | 350000   | SH | SOLE      |
| DISNEY WALT CO               | COM DISNEY       | 254687106 | 606     | 17745    | SH | DEFINED 1 |
| DORAL FINL CORP              | COM              | 25811P100 | 295     | 250000   | SH | SOLE      |
| DOW CHEM CO                  | COM              | 260543103 | 3317    | 75000    | SH | SOLE      |
| DU PONT E I DE NEMOURS & CO  | COM              | 263534109 | 857     | 16845    | SH | DEFINED 1 |
| ENBRIDGE INC                 | COM              | 29250N105 | 534725  | 15868984 | SH | SOLE      |
| ENCANA CORP                  | COM              | 292505104 | 301664  | 4905262  | SH | SOLE      |
| ENERGY METALS CORP           | COM              | 29271B106 | 1537    | 105000   | SH | SOLE      |
| ENERPLUS RES FD              | UNIT TR G NEW    | 29274D604 | 37733   | 802892   | SH | SOLE      |
| ENSCO INTL INC               | COM              | 26874Q100 | 9152    | 150000   | SH | SOLE      |
| ENTERRA ENERGY TR            | TR UNIT          | 29381P102 | 1354    | 225000   | SH | SOLE      |
| EXXON MOBIL CORP             | COM              | 30231G102 | 1490    | 17745    | SH | DEFINED 1 |
| FORDING CDN COAL TR          | TR UNIT          | 345425102 | 11216   | 341420   | SH | SOLE      |
| GENERAL ELECTRIC CO          | COM              | 369604103 | 1263    | 33345    | SH | DEFINED 1 |
| GENERAL ELECTRIC CO          | COM              | 369604103 | 957     | 25000    | SH | SOLE      |
| GENERAL MTRS CORP            | COM              | 370442105 | 675     | 17845    | SH | DEFINED 1 |
| GENEREX BIOTECHNOLOGY CP DEL | COM              | 371485103 | 2408    | 1360300  | SH | SOLE      |
| GOLDCORP INC NEW             | COM              | 380956409 | 31430   | 1324052  | SH | SOLE      |
| HALLIBURTON CO               | COM              | 406216101 | 3450    | 100000   | SH | SOLE      |
| HARVEST ENERGY TR            | TRUST UNIT       | 41752X101 | 14072   | 455000   | SH | SOLE      |
| HEWLETT PACKARD CO           | COM              | 428236103 | 755     | 16895    | SH | DEFINED 1 |
| HOME DEPOT INC               | COM              | 437076102 | 699     | 17745    | SH | DEFINED 1 |
| HONEYWELL INTL INC           | COM              | 438516106 | 1000    | 17745    | SH | DEFINED 1 |
| IMPERIAL OIL LTD             | COM NEW          | 453038408 | 398411  | 8559534  | SH | SOLE      |
| INTEL CORP                   | COM              | 458140100 | 1083    | 47745    | SH | DEFINED 1 |
| INTEL CORP                   | COM              | 458140100 | 7122    | 300000   | SH | SOLE      |
| INTERNATIONAL BUSINESS MACHS | COM              | 459200101 | 1869    | 17745    | SH | DEFINED 1 |
| INTEROIL CORP                | COM              | 460951106 | 4745    | 246970   | SH | SOLE      |
| IPSCO INC                    | COM              | 462622101 | 11650   | 73699    | SH | SOLE      |
| ISHARES INC                  | MSCI MEXICO      | 464286822 | 1547    | 25000    | SH | SOLE      |
| ISHARES INC                  | MSCI FRANCE      | 464286707 | 4799    | 125000   | SH | SOLE      |
| ISHARES TR                   | DJ US REAL EST   | 464287739 | 3677    | 47630    | SH | SOLE      |
| ISHARES TR                   | FTSE XNHUA IDX   | 464287184 | 3672    | 28500    | SH | SOLE      |
| ISHARES TR                   | MSCI EAFE IDX    | 464287465 | 1754    | 21710    | SH | SOLE      |
| ISHARES TR                   | MSCI EMERG MKT   | 464287234 | 5424    | 41200    | SH | SOLE      |
| JOHNSON & JOHNSON            | COM              | 478160104 | 1441    | 23245    | SH | DEFINED 1 |
| JOHNSON & JOHNSON            | COM              | 478160104 | 4622    | 75000    | SH | SOLE      |
| JP MORGAN CHASE & CO         | COM              | 46625H100 | 861     | 17745    | SH | DEFINED 1 |
| KINROSS GOLD CORP            | COM NO PAR       | 496902404 | 10732   | 922833   | SH | SOLE      |
| LUNDIN MINING CORP           | COM              | 550372106 | 5397    | 447153   | SH | SOLE      |
| MAGNA INTL INC               | CL A             | 559222401 | 327160  | 3574931  | SH | SOLE      |
| MANULIFE FINL CORP           | COM              | 56501R106 | 1900258 | 50816643 | SH | SOLE      |
| MARKET VECTORS ETF TR        | GOLD MINER ETF   | 57060U100 | 1229    | 32500    | SH | SOLE      |
| MASTERCARD INC               | CL A             | 57636Q104 | 8290    | 55433    | SH | SOLE      |
| MCDONALDS CORP               | COM              | 580135101 | 902     | 17745    | SH | DEFINED 1 |

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|                              |               |           |         |          |    |           |
|------------------------------|---------------|-----------|---------|----------|----|-----------|
| MDS INC                      | COM           | 55269P302 | 7468    | 366648   | SH | SOLE      |
| MERCK & CO INC               | COM           | 589331107 | 860     | 17245    | SH | DEFINED 1 |
| METHANEX CORP                | COM           | 59151K108 | 34744   | 1399998  | SH | SOLE      |
| MI DEVS INC                  | CL A SUB VTG  | 55304X104 | 34922   | 959412   | SH | SOLE      |
| MICROSOFT CORP               | COM           | 594918104 | 951     | 31745    | SH | DEFINED 1 |
| MOLSON COORS BREWING CO      | CL B          | 60871R209 | 3701    | 40091    | SH | SOLE      |
| NEUROCHEM INC                | COM           | 64125K101 | 1593    | 245900   | SH | SOLE      |
| NEXEN INC                    | COM           | 65334H102 | 89136   | 2877741  | SH | SOLE      |
| NISOURCE INC                 | COM           | 65473P105 | 6213    | 300000   | SH | SOLE      |
| NORTEL NETWORKS CORP NEW     | COM NEW       | 656568508 | 16433   | 681764   | SH | SOLE      |
| NOVA CHEMICALS CORP          | COM           | 66977W109 | 63437   | 1774842  | SH | SOLE      |
| OPPENHEIMER HLDGS INC        | CL A NON VTG  | 683797104 | 429     | 8336     | SH | SOLE      |
| ORBITAL SCIENCES CORP        | COM           | 685564106 | 305     | 14500    | SH | DEFINED 1 |
| PATTERSON UTI ENERGY INC     | COM           | 703481101 | 7863    | 300000   | SH | SOLE      |
| PENN WEST ENERGY TR          | TR UNIT       | 707885109 | 31766   | 950138   | SH | SOLE      |
| PERU COPPER INC              | COM           | 715455101 | 1171    | 192000   | SH | SOLE      |
| PETRO-CDA                    | COM           | 71644E102 | 156771  | 2943153  | SH | SOLE      |
| PFIZER INC                   | COM           | 717081103 | 441     | 17245    | SH | DEFINED 1 |
| PFIZER INC                   | COM           | 717081103 | 19178   | 750000   | SH | SOLE      |
| POPULAR INC                  | COM           | 733174106 | 2411    | 150000   | SH | SOLE      |
| POTASH CORP SASK INC         | COM           | 73755L107 | 82809   | 1059369  | SH | SOLE      |
| PRECISION DRILLING TR        | TR UNIT       | 740215108 | 5431    | 222531   | SH | SOLE      |
| PRIMWEST ENERGY TR           | TR UNIT NEW   | 741930309 | 3417    | 162600   | SH | SOLE      |
| PROCTER & GAMBLE CO          | COM           | 742718109 | 1084    | 17695    | SH | DEFINED 1 |
| PROVIDENT ENERGY TR          | TR UNIT       | 74386K104 | 4501    | 383000   | SH | SOLE      |
| QUEBECOR WORLD INC           | COM NON-VTG   | 748203106 | 1398    | 114334   | SH | SOLE      |
| RESEARCH IN MOTION LTD       | COM           | 760975102 | 49314   | 245051   | SH | SOLE      |
| ROGERS COMMUNICATIONS INC    | CL B          | 775109200 | 22832   | 535554   | SH | SOLE      |
| ROYAL BK CDA MONTREAL QUE    | COM           | 780087102 | 3023929 | 56900286 | SH | SOLE      |
| SAVVIS INC                   | COM NEW       | 805423308 | 1013    | 20468    | SH | SOLE      |
| SCHERING PLOUGH CORP         | COM           | 806605101 | 1623    | 53325    | SH | SOLE      |
| SHAW COMMUNICATIONS INC      | CL B CONV     | 82028K200 | 16864   | 399083   | SH | SOLE      |
| SILICON IMAGE INC            | COM           | 82705T102 | 858     | 100000   | SH | SOLE      |
| SILVER WHEATON CORP          | COM           | 828336107 | 902     | 76294    | SH | SOLE      |
| SLM CORP                     | COM           | 78442P106 | 226301  | 3930200  | SH | SOLE      |
| SMTC CORP                    | COM NEW       | 832682207 | 2739    | 469082   | SH | SOLE      |
| SOURCE INTERLINK COS INC     | COM NEW       | 836151209 | 299     | 60035    | SH | SOLE      |
| SOUTHWEST AIRLS CO           | COM           | 844741108 | 373     | 25000    | SH | SOLE      |
| SPDR TR                      | UNIT SER 1    | 78462F103 | 7794    | 51810    | SH | SOLE      |
| STORM CAT ENERGY CORP        | COM           | 862168101 | 831     | 750000   | SH | SOLE      |
| SUN LIFE FINL INC            | COM           | 866796105 | 926958  | 19455895 | SH | SOLE      |
| SUNCOR ENERGY INC            | COM           | 867229106 | 189877  | 2108122  | SH | SOLE      |
| TALISMAN ENERGY INC          | COM           | 87425E103 | 449554  | 23250255 | SH | SOLE      |
| TATA MTRS LTD                | SPONSORED ADR | 876568502 | 3001    | 185700   | SH | SOLE      |
| TECK COMINCO LTD             | CL B          | 878742204 | 524183  | 12355399 | SH | SOLE      |
| TELUS CORP                   | NON-VTG SHS   | 87971M202 | 344994  | 5857512  | SH | SOLE      |
| THOMSON CORP                 | COM           | 884903105 | 406308  | 9951282  | SH | SOLE      |
| TIM HORTONS INC              | COM           | 88706M103 | 9132    | 296175   | SH | SOLE      |
| TORONTO DOMINION BK ONT      | COM NEW       | 891160509 | 2177802 | 31845054 | SH | SOLE      |
| TRANSALTA CORP               | COM           | 89346D107 | 158071  | 6295670  | SH | SOLE      |
| TRANSALTA CORP               | COM           | 89346D107 | 53982   | 2150000  | SH | SOLE 1    |
| TRANSCANADA CORP             | COM           | 89353D107 | 30092   | 875000   | SH | SOLE 1    |
| TRANSCANADA CORP             | COM           | 89353D107 | 702866  | 20437591 | SH | SOLE      |
| UNITED TECHNOLOGIES CORP     | COM           | 913017109 | 1224    | 17240    | SH | DEFINED 1 |
| VALERO ENERGY CORP NEW       | COM           | 91913Y100 | 7386    | 100000   | SH | SOLE      |
| VERIZON COMMUNICATIONS       | COM           | 92343V104 | 731     | 17745    | SH | DEFINED 1 |
| WAL MART STORES INC          | COM           | 931142103 | 826     | 17145    | SH | DEFINED 1 |
| WAL MART STORES INC          | COM           | 931142103 | 6014    | 125000   | SH | SOLE      |
| WEIGHT WATCHERS INTL INC NEW | COM           | 948626106 | 993     | 19534    | SH | DEFINED 1 |
| WHOLE FOODS MKT INC          | COM           | 966837106 | 3830    | 100000   | SH | SOLE      |
| YAMANA GOLD INC              | COM           | 98462Y100 | 5388    | 485219   | SH | SOLE      |
| YM BIOSCIENCES INC           | COM           | 984238105 | 803     | 448000   | SH | SOLE      |

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ZALE CORP NEW

COM

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