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BERKSHIRE HATHAWAY INC
Form 13F-HR
November 14, 2012

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2012

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: Berkshire Hathaway Inc.
Address: 3555 Farnam Street
Omaha, NE 68131

Form 13F File Number: 28-4545

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: Marc D. Hamburg
Title: Senior Vice President
Phone: 402-346-1400

Signature, Place, and Date of Signing:

(s) Marc D. Hamburg Omaha, NE November 14, 2012

[Signature] [City, State] [Date]

Report Type (Check only one.):

- [] 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).)
- [X] 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).)

List of Other Managers Reporting for this Manager:

Form 13F File Number Name

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28-5194

General Re - New England Asset Management, Inc.

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 14
 Form 13F Information Table Entry Total: 119
 Form 13F Information Table Value Total: \$75,326,633
 (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.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

FORM 13F FILE		
NO.	NUMBER	NAME
1.	28-2226	Berkshire Hathaway Homestate Insurance Company
2.	28-5678	Berkshire Hathaway Life Insurance Co. of Nebraska
3.	28-14389	BH Finance LLC
4.	28-554	Buffett, Warren E.
5.	28-1517	Columbia Insurance Co.
6.	28-06102	Cypress Insurance Company
7.	28-11217	Fechheimer Brothers Company
8.	28-852	GEICO Corp.
9.	28-12941	Medical Protective Corp.
10.	28-1066	National Fire & Marine
11.	28-718	National Indemnity Co.
12.	28-5006	National Liability & Fire Ins. Co.
13.	28-11222	Nebraska Furniture Mart
14.	28-12947	U.S. Investment Corp.

Berkshire Hathaway Inc.
 Form 13F Information Table
 September 30, 2012

Name of Issuer	Title of Class	CUSIP	Market Value (In Thousands)	Shares or Principal Amount	Investment Discretion	Other Managers	Voting A ----- Sole
AMERICAN EXPRESS CO AMERICAN	COM	025816109	110,999	1,952,142	Shared-Defined	4	1,952,142

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EXPRESS CO AMERICAN	COM	025816109	979,436	17,225,400	Shared-Defined	4, 5	17,225,400
EXPRESS CO AMERICAN	COM	025816109	47,753	839,832	Shared-Defined	4, 7	839,832
EXPRESS CO AMERICAN	COM	025816109	110,485	1,943,100	Shared-Defined	4, 8, 11	1,943,100
EXPRESS CO AMERICAN	COM	025816109	454,575	7,994,634	Shared-Defined	4, 10	7,994,634
EXPRESS CO AMERICAN	COM	025816109	6,837,749	120,255,879	Shared-Defined	4, 11	120,255,879
EXPRESS CO BANK OF NEW YORK MELLON CORP	COM	025816109	79,588	1,399,713	Shared-Defined	4, 13	1,399,713
BANK OF NEW YORK MELLON CORP	COM	064058100	181,894	8,041,300	Shared-Defined	4	8,041,300
BANK OF NEW YORK MELLON CORP	COM	064058100	40,578	1,793,915	Shared-Defined	2, 4, 11	1,793,915
BANK OF NEW YORK MELLON CORP	COM	064058100	221,647	9,798,700	Shared-Defined	4, 8, 11	9,798,700
COCA COLA CO	COM	191216100	30,344	800,000	Shared-Defined	4	800,000
COCA COLA CO	COM	191216100	3,045,142	80,283,200	Shared-Defined	4, 5	80,283,200
COCA COLA CO	COM	191216100	69,184	1,824,000	Shared-Defined	4, 6	1,824,000
COCA COLA CO	COM	191216100	546,617	14,411,200	Shared-Defined	4, 8, 11	14,411,200
COCA COLA CO	COM	191216100	693,300	18,278,400	Shared-Defined	4, 10	18,278,400
COCA COLA CO	COM	191216100	10,616,273	279,891,200	Shared-Defined	4, 11	279,891,200
COCA COLA CO	COM	191216100	134,727	3,552,000	Shared-Defined	4, 12	3,552,000
COCA COLA CO	COM	191216100	36,413	960,000	Shared-Defined	4, 13	960,000
CONOCOPHILLIPS	COM	20825C104	58,036	1,014,974	Shared-Defined	4, 8, 11	1,014,974
CONOCOPHILLIPS	COM	20825C104	114,320	1,999,300	Shared-Defined	4, 10	1,999,300
CONOCOPHILLIPS	COM	20825C104	1,207,049	21,109,637	Shared-Defined	4, 11	21,109,637
COSTCO WHSL CORP NEW	COM	22160K105	434,030	4,333,363	Shared-Defined	4, 11	4,333,363
DAVITA INC	COM	23918K108	434,910	4,197,569	Shared-Defined	4	4,197,569
DAVITA INC	COM	23918K108	621,660	6,000,000	Shared-Defined	4, 8, 11	6,000,000
DEERE & CO	COM	244199105	137,420	1,666,300	Shared-Defined	4	1,666,300
DEERE & CO	COM	244199105	190,709	2,312,467	Shared-Defined	4, 8, 11	2,312,467
DIRECTV	COM	25490A309	343,797	6,556,000	Shared-Defined	4	6,556,000
DIRECTV	COM	25490A309	1,206,099	22,999,600	Shared-Defined	4, 8, 11	22,999,600
GANNETT INC GENERAL DYNAMICS CORP	COM	364730101	30,889	1,740,231	Shared-Defined	4, 11	1,740,231
GENERAL ELECTRIC CO	COM	369550108	256,355	3,877,122	Shared-Defined	4, 8, 11	3,877,122
GENERAL MTRS CO	COM	369604103	13,374	588,900	Shared-Defined	4	588,900
GENERAL MTRS CO	COM	37045V100	113,750	5,000,000	Shared-Defined	4	5,000,000
GENERAL MTRS CO	COM	37045V100	227,500	10,000,000	Shared-Defined	4, 8, 11	10,000,000
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	69,846	1,510,500	Shared-Defined	4, 11	1,510,500
INTERNATIONAL BUSINESS MACHS	COM	459200101	17,525	84,480	Shared-Defined	4	84,480
INTERNATIONAL BUSINESS MACHS	COM	459200101	98,497	474,800	Shared-Defined	4, 8, 11	474,800
INTERNATIONAL BUSINESS MACHS	COM	459200101	13,890,565	66,958,616	Shared-Defined	4, 11	66,958,616
JOHNSON & JOHNSON	COM	459200101	66,958,616	66,958,616	Shared-Defined	4, 11	66,958,616

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JOHNSON	COM	478160104	22,540	327,100	Shared-Defined	4	327,
JOHNSON & JOHNSON	COM	478160104	11,365	164,928	Shared-Defined	4, 5	164,
KRAFT FOODS INC	CL A	50075N104	23,900	578,000	Shared-Defined	4	578,
KRAFT FOODS INC	CL A	50075N104	167,434	4,049,200	Shared-Defined	4, 5	4,049,
KRAFT FOODS INC	CL A	50075N104	293,056	7,087,200	Shared-Defined	4, 8, 11	7,087,
KRAFT FOODS INC	CL A	50075N104	775,310	18,749,950	Shared-Defined	4, 11	18,749,
LEE ENTERPRISES INC	COM	523768109	1,673	1,130,720	Shared-Defined	4, 5	1,130,
LIBERTY MEDIA CORPORATION	LIB CAP COM A	530322106	260,200	2,500,000	Shared-Defined	4	2,500,
LIBERTY MEDIA CORPORATION	LIB CAP COM A	530322106	312,240	3,000,000	Shared-Defined	4, 8, 11	3,000,
M & T BK CORP	COM	55261F104	51,957	546,000	Shared-Defined	4, 8, 11	546,
M & T BK CORP	COM	55261F104	15,682	164,795	Shared-Defined	4, 10	164,
M & T BK CORP	COM	55261F104	444,516	4,671,245	Shared-Defined	4, 11	4,671,
MASTERCARD INC	CL A	57636Q104	182,849	405,000	Shared-Defined	4, 8, 11	405,
MEDIA GEN INC	CL A	584404107	24,067	4,646,220	Shared-Defined	4	4,646,
MOODYS CORP	COM	615369105	694,326	15,719,400	Shared-Defined	4, 8, 11	15,719,
MOODYS CORP	COM	615369105	560,776	12,695,850	Shared-Defined	4, 11	12,695,
NATIONAL OILWELL VARCO INC	COM	637071101	162,095	2,023,400	Shared-Defined	4	2,023,
NATIONAL OILWELL VARCO INC	COM	637071101	173,310	2,163,400	Shared-Defined	4, 8, 11	2,163,
PHILLIPS 66	COM	718546104	301,210	6,495,800	Shared-Defined	4	6,495,
PHILLIPS 66	COM	718546104	422,600	9,113,650	Shared-Defined	4, 8, 11	9,113,
PHILLIPS 66	COM	718546104	46,354	999,650	Shared-Defined	4, 10	999,
PHILLIPS 66	COM	718546104	489,427	10,554,818	Shared-Defined	4, 11	10,554,
PRECISION CASTPARTS CORP	COM	740189105	84,545	517,600	Shared-Defined	4	517,
PRECISION CASTPARTS CORP	COM	740189105	119,451	731,301	Shared-Defined	4, 8, 11	731,
PROCTER & GAMBLE CO	COM	742718109	21,876	315,400	Shared-Defined	4	315,
PROCTER & GAMBLE CO	COM	742718109	1,406,621	20,280,000	Shared-Defined	4, 5	20,280,
PROCTER & GAMBLE CO	COM	742718109	108,202	1,560,000	Shared-Defined	4, 6	1,560,
PROCTER & GAMBLE CO	COM	742718109	432,806	6,240,000	Shared-Defined	4, 8, 11	6,240,
PROCTER & GAMBLE CO	COM	742718109	432,806	6,240,000	Shared-Defined	4, 10	6,240,
PROCTER & GAMBLE CO	COM	742718109	1,205,316	17,377,678	Shared-Defined	4, 11	17,377,
PROCTER & GAMBLE CO	COM	742718109	54,101	780,000	Shared-Defined	4, 12	780,
SANOFI	SPONSORED ADR	80105N105	21,035	488,500	Shared-Defined	4, 8, 11	488,
SANOFI	SPONSORED ADR	80105N105	21,949	509,742	Shared-Defined	4, 5, 9	509,
SANOFI	SPONSORED ADR	80105N105	7,290	169,300	Shared-Defined	4, 10	169,30
SANOFI	SPONSORED ADR	80105N105	124,707	2,896,133	Shared-Defined	4, 11	2,896,13
TORCHMARK CORP	COM	891027104	5,973	116,326	Shared-Defined	2, 4, 11	116,32
TORCHMARK CORP	COM	891027104	34,640	674,592	Shared-Defined	4, 5	674,59

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TORCHMARK CORP	COM	891027104	49,273	959,550	Shared-Defined	4, 10	959,550
TORCHMARK CORP	COM	891027104	127,623	2,485,350	Shared-Defined	4, 11	2,485,350
US BANCORP DEL	COM NEW	902973304	20,246	590,275	Shared-Defined	4	590,275
US BANCORP DEL	COM NEW	902973304	799,440	23,307,300	Shared-Defined	4, 5	23,307,300
US BANCORP DEL	COM NEW	902973304	434,900	12,679,300	Shared-Defined	4, 8, 11	12,679,300
US BANCORP DEL	COM NEW	902973304	74,568	2,174,000	Shared-Defined	4, 5, 9	2,174,000
US BANCORP DEL	COM NEW	902973304	712,367	20,768,726	Shared-Defined	4, 11	20,768,726
US BANCORP DEL	COM NEW	902973304	59,854	1,745,000	Shared-Defined	4, 14	1,745,000
U S G CORP UNITED PARCEL SERVICE INC	COM NEW	903293405	374,735	17,072,192	Shared-Defined	4, 11	17,072,192
VERISK ANALYTICS INC	CL B	911312106	4,251	59,400	Shared-Defined	4	59,400
VIACOM INC NEW	CL A	92345Y106	74,435	1,563,434	Shared-Defined	4, 8, 11	1,563,434
VIACOM INC NEW	CL B	92553P201	211,895	3,954,000	Shared-Defined	4	3,954,000
VISA INC	CL B	92553P201	195,775	3,653,200	Shared-Defined	4, 8, 11	3,653,200
WABCO HLDGS INC	COM CL A	92826C839	208,867	1,555,459	Shared-Defined	4, 8, 11	1,555,459
WABCO HLDGS INC	COM	92927K102	39,189	679,532	Shared-Defined	4	679,532
WAL MART STORES INC	COM	92927K102	53,046	919,532	Shared-Defined	4, 8, 11	919,532
WAL MART STORES INC	COM	931142103	21,402	290,000	Shared-Defined	4	290,000
WAL MART STORES INC	COM	931142103	12,546	170,000	Shared-Defined	1, 2, 4, 11	170,000
WAL MART STORES INC	COM	931142103	2,177	29,500	Shared-Defined	2, 4, 11	29,500
WAL MART STORES INC	COM	931142103	309,960	4,200,000	Shared-Defined	3, 4, 5	4,200,000
WAL MART STORES INC	COM	931142103	18,819	255,000	Shared-Defined	4, 5	255,000
WAL MART STORES INC	COM	931142103	18,893	256,000	Shared-Defined	4, 6	256,000
WAL MART STORES INC	COM	931142103	69,815	946,000	Shared-Defined	4, 8, 11	946,000
WAL MART STORES INC	COM	931142103	132,028	1,789,000	Shared-Defined	4, 5, 9	1,789,000
WAL MART STORES INC	COM	931142103	62,656	849,000	Shared-Defined	4, 10	849,000
WAL MART STORES INC	COM	931142103	2,761,053	37,412,642	Shared-Defined	4, 11	37,412,642
WASHINGTON POST CO	COM	931142103	37,712	511,000	Shared-Defined	4, 14	511,000
WASHINGTON POST CO	CL B	939640108	53,841	148,311	Shared-Defined	1, 2, 4, 11	148,311
WASHINGTON POST CO	CL B	939640108	235,303	648,165	Shared-Defined	4, 10	648,165
WASHINGTON POST CO	CL B	939640108	324,659	894,304	Shared-Defined	4, 11	894,304

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POST CO WELLS	CL B	939640108	13,427	36,985	Shared-Defined	4, 12	
FARGO & CO NEW WELLS	COM	949746101	359,112	10,400,000	Shared-Defined	4	10,400,000
FARGO & CO NEW WELLS	COM	949746101	552,480	16,000,000	Shared-Defined	1, 2, 4, 11	16,000,000
FARGO & CO NEW WELLS	COM	949746101	183,130	5,303,500	Shared-Defined	2, 4, 11	5,303,500
FARGO & CO NEW WELLS	COM	949746101	235,248	6,812,857	Shared-Defined	3, 4, 5	6,812,857
FARGO & CO NEW	COM	949746101	2,277,720	65,963,496	Shared-Defined	4, 5	65,963,496
WELLS FARGO & CO NEW	COM	949746101	28,315	820,000	Shared-Defined	4, 6	820,000
WELLS FARGO & CO NEW	COM	949746101	58,701	1,700,000	Shared-Defined	4, 7	1,700,000
WELLS FARGO & CO NEW	COM	949746101	1,245,469	36,069,200	Shared-Defined	4, 8, 11	36,069,200
WELLS FARGO & CO NEW	COM	949746101	354,520	10,267,000	Shared-Defined	4, 5, 9	10,267,000
WELLS FARGO & CO NEW	COM	949746101	1,736,972	50,303,270	Shared-Defined	4, 10	50,303,270
WELLS FARGO & CO NEW	COM	949746101	7,338,057	212,512,502	Shared-Defined	4, 11	212,512,502
WELLS FARGO & CO NEW	COM	949746101	96,270	2,788,000	Shared-Defined	4, 12	2,788,000
WELLS FARGO & CO NEW	COM	949746101	55,584	1,609,720	Shared-Defined	4, 13	1,609,720
WELLS FARGO & CO NEW	COM	949746101	69,060	2,000,000	Shared-Defined	4, 14	2,000,000
	Total		75,326,633				