

FAIRFAX FINANCIAL HOLDINGS LTD/ CAN
Form 13F-HR
November 14, 2011

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

Form 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: September 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 November 11, 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).)

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 44

Form 13F Information Table Value Total: \$2,053,549
(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
September 30, 2011

COLUMN 1 ----- NAME OF ISSUER -----	COLUMN 2 ----- TITLE OF CLASS -----	COLUMN 3 ----- CUSIP -----	COLUMN 4 ----- VALUE (X\$1000) -----	COLUMN 5 ----- SHRS OR SH/ PRN AMT -----	COLUMN 6 ----- PUT/ CALL -----	COLUMN 7 ----- INVESTMENT DISCRETION -----	COLUMN 8 ----- OTHER MANAGERS -----	COLUMN 9 ----- VO SO -----
ABITIBIBOWATER INC.....	COM NEW	003687209	262,556	17,503,704	SH	DEFINED	01,02	SO
BALDWIN & LYONS INC.....	CL B	057755209	20,649	969,875	SH	DEFINED	01,02	SO
BCE INC.....	COM NEW	05534B760	10,090	268,300	SH	DEFINED	01,02	SO
BERKSHIRE HATHAWAY INC.....	CL A	084670108	642	6	SH	DEFINED	01,02	SO
BERKSHIRE HATHAWAY INC.....	CL B NEW	084670702	746	10,500	SH	DEFINED	01,02	SO
BRISTOL MYERS SQUIBB CO.....	COM	110122108	314	10,000	SH	DEFINED	01,02	SO
BROWN & BROWN INC.....	COM	115236101	214	12,000	SH	DEFINED	01,02	SO
CFS BANCORP INC.....	COM	12525D102	43	10,000	SH	DEFINED	01,02	SO
CITIGROUP INC.....	COM NEW	172967424	384	15,000	SH	DEFINED	01,02	SO
CNINSURE INC.....	SPONSORED ADR	18976M103	315	45,000	SH	DEFINED	01,02	SO
CONTINUCARE CORP.....	COM	212172100	389	61,100	SH	DEFINED	01,02	SO
CRESUD S A C I F Y A.....	SPONSORED ADR	226406106	9,569	886,008	SH	DEFINED	01,02	SO
DELL INC.....	COM	24702R101	321,113	22,693,489	SH	DEFINED	01,02	SO
EXCO RESOURCES INC.....	COM	269279402	7,071	659,000	SH	DEFINED	01,02	SO
FIRST PLACE FINANCIAL/OHIO...	COM	33610T109	9	10,000	SH	DEFINED	01,02	SO

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FRONTIER									
COMMUNICATIONS									
CORP.....	COM	35906A108	113,768	18,620,000	SH	DEFINED	01,02	SO	
HOLOGIC INC.....	COM	436440101	304	20,000	SH	DEFINED	01,02	SO	
INTEL CORP.....	SDCV	458140AD2	11,658	11,500,000	PRN	DEFINED	01,02	SO	
JOHNSON &									
JOHNSON.....	COM	478160104	330,292	5,184,300	SH	DEFINED	01,02	SO	
KENNEDY-WILSON									
HLDGS INC.....	COM	489398107	4,228	400,000	SH	DEFINED	01,02	SO	
LEVEL 3									
COMMUNICATIONS									
INC.....	COM	52729N100	289,010	193,966,419	SH	DEFINED	01,02	SO	
LEVEL 3									
COMMUNICATIONS									
INC.....	NOTE	52729NBP4	89,625	75,000,000	PRN	DEFINED	01,02	SO	
MBIA INC.....	COM	55262C100	218	30,000	SH	DEFINED	01,02	SO	
MERCK & CO.									
INC.....	COM	58933Y105	262	8,000	SH	DEFINED	01,02	SO	
MOHAWK INDS									
INC.....	COM	608190104	249	5,800	SH	DEFINED	01,02	SO	
MOTOROLA									
MOBILITY									
HLDGS INC.....	COM	620097105	1,417	37,500	SH	DEFINED	01,02	SO	
NAM TAI ELECTRS									
INC.....	COM PAR \$0.02	629865205	171	35,000	SH	DEFINED	01,02	SO	
NEW YORK									
COMMUNITY									
BANCORP INC.....	COM	649445103	357	30,000	SH	DEFINED	01,02	SO	
NEW YORK TIMES									
CO.....	CL A	650111107	203	35,000	SH	DEFINED	01,02	SO	
NEWMARKET									
CORP.....	COM	651587107	379	2,500	SH	DEFINED	01,02	SO	
OLD REPUBLIC									
INTL									
CORPORATION.....	COM	680223104	268	30,000	SH	DEFINED	01,02	SO	
OVERSTOCK.COM									
INC.....	COM	690370101	31,346	3,388,774	SH	DEFINED	01,02	SO	
PATTERSON UTI									
ENERGY INC.....	COM	703481101	260	15,000	SH	DEFINED	01,02	SO	
PFIZER INC.....	COM	717081103	4,155	235,000	SH	DEFINED	01,02	SO	
PRIMERO MINING									
CORP.....	COM	74164W106	600	230,000	SH	DEFINED	01,02	SO	
RESEARCH IN									
MOTION LTD.....	COM	760975102	239,858	11,798,300	SH	DEFINED	01,02	SO	
RYANAIR HLDGS									
PLC.....	SPONSORED ADR	783513104	4,996	194,100	SH	DEFINED	01,02	SO	
SANDRIDGE									
ENERGY INC.....	COM	80007P307	24,213	4,347,000	SH	DEFINED	01,02	SO	
SLM CORP.....	COM	78442P106	311	25,000	SH	DEFINED	01,02	SO	
SUPERMEDIA									
INC.....	COM	868447103	563	362,974	SH	DEFINED	01,02	SO	
US BANCORP									
DEL.....	COM NEW	902973304	104,713	4,448,310	SH	DEFINED	01,02	SO	
USG Corp.....	COM NEW	903293405	45,792	6,794,000	SH	DEFINED	01,02	SO	
WAL-MART									
STORES INC.....	COM	931142103	11,414	220,000	SH	DEFINED	01,02	SO	
WELLS FARGO &									
CO. NEW.....	COM	949746101	108,818	4,511,530	SH	DEFINED	01,02	SO	