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

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

Form 13F

FORM 13F COVER PAGE
Report for the Quarter Ended: March 31, 2011
Check here if Amendment: []; Amendment Number:
This Amendment (check only one): [] is a restatement.
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 May 13, 201
Report Type (Check one only):
[X] 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 al 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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Report Summary:

Number of Other Included Managers: 2
Form 13F Information Table Entry Total: 43
Form 13F Information Table Value Total: \$3,041,580
(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 MARCH 31, 2011

COLUMN 1	COLUMN 1 COLUMN 2 COLUMN		COLUMN 4 COLUMN 5		N 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS			SHRS OR PRN AMT			
ABITIBIBOWATER INC			,	, ,		DEFINED	
BALDWIN & LYONS INC CL B	CL B	057755209	22,656	969,875	SH	DEFINED	
BCE INC.	COM NEW	05534B760	9,698	268,300	SH	DEFINED	
BCE INC. BERKSHIRE HATHAWAY INC. BERKSHIRE HATHAWAY INC.	CL A	084670108	753	6	SH	DEFINED	
BERKSHIRE HATHAWAY INC.	CL B NEW	084670702	879	10,500	SH	DEFINED	
BRISTOL-MYERS SQB	COM	110122108	264	10,000	SH	DEFINED	
BROWN & BROWN INC	COM	115236101	310	12,000	SH	DEFINED	
CFS BANCORP INC.	COM	12525D102	55	10,000	SH	DEFINED	
CITIGROUP INC	COM	172967101	443	100,000	SH	DEFINED	
CRESUD S A C I F Y A	SPONSORED ADR	226406106	16,158	892 , 708	SH	DEFINED	
	COM	24702R101	329,283	22,693,489	SH	DEFINED	
EXCO RESOURCES INC	COM	269279402	13,622	659,000	SH	DEFINED	
FIRST PLACE FINANCIAL/OHIO	COM	33610T109	22	10,000	SH	DEFINED	
FRONTIER COMMUNICATIONS CORP	COM	35906A108	152,684	18,620,000	SH	DEFINED	
HOLOGIC INC	COM	436440101	444	20,000	SH	DEFINED	
INTEL CORP	SDCV	458140AD2	11,831	11,500,000	SH	DEFINED	
INTERNATIONAL COAL GRP INC NEW	COM	45928H106	254,903	22,577,788	SH	DEFINED	
JOHNSON & JOHNSON	COM	478160104	307,170	5,184,300	SH	DEFINED	
KRAFT FOODS INC	CL A	50075N104	168,270	5,365,751	SH	DEFINED	
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	203,344	139,276,421	SH	DEFINED	
LEVEL 3 COMMUNICATIONS INC	NOTE	52729NBM1	130,956	100,062,000	PRN	DEFINED	
LEVEL 3 COMMUNICATIONS INC	NOTE			75,000,000		DEFINED	
MBIA INC	COM	55262C100	301	30,000	SH	DEFINED	
MERCK & CO. INC.	COM	58933Y105	264	8,000	SH	DEFINED	
MOHAWK INDS INC	COM	608190104	355	5,800	SH	DEFINED	
NAM TAI ELECTRS INC	COM PAR \$0.02	629865205	225	35,000	SH	DEFINED	
NEW YORK COMMUNITY BANCORP INC				30,000		DEFINED	
NEWMARKET CORP	COM	651587107	633	4,000	SH	DEFINED	

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COM	680223104	380	30,000	SH	DEFINED
COM	690370101	53 , 136	3,388,774	SH	DEFINED
NOTE	690370AB7	21,328	21,653,000	PRN	DEFINED
COM	703481101	441	15,000	SH	DEFINED
COM	717081103	4,773	235,000	SH	DEFINED
COM	760975102	116,504	2,065,000	SH	DEFINED
SPONSORED ADR	783513104	5 , 390	194,100	SH	DEFINED
COM	80007P307	272,737	21,307,600	SH	DEFINED
COM	78442P106	382	25,000	SH	DEFINED
CL A	860370105	8,683	1,136,546	SH	DEFINED
COM	868447103	2,265	362,974	SH	DEFINED
COM NEW	902973304	117,569	4,448,310	SH	DEFINED
COM NEW	903293405	113,188	6,794,000	SH	DEFINED
COM	931142103	11,455	220,000	SH	DEFINED
COM	949746101	143,016	4,511,530	SH	DEFINED
	COM NOTE COM COM COM SPONSORED ADR COM COM COM COM COM CL A COM COM NEW COM NEW COM NEW	COM 690370101 NOTE 690370AB7 COM 703481101 COM 717081103 COM 760975102 SPONSORED ADR 783513104 COM 80007P307 COM 78442P106 CL A 860370105 COM 868447103 COM NEW 902973304 COM NEW 903293405 COM 931142103	COM 690370101 53,136 NOTE 690370AB7 21,328 COM 703481101 441 COM 717081103 4,773 COM 760975102 116,504 SPONSORED ADR 783513104 5,390 COM 80007P307 272,737 COM 78442P106 382 CL A 860370105 8,683 COM 868447103 2,265 COM NEW 902973304 117,569 COM NEW 903293405 113,188 COM 931142103 11,455	COM 690370101 53,136 3,388,774 NOTE 690370AB7 21,328 21,653,000 COM 703481101 441 15,000 COM 717081103 4,773 235,000 COM 760975102 116,504 2,065,000 SPONSORED ADR 783513104 5,390 194,100 COM 80007P307 272,737 21,307,600 COM 78442P106 382 25,000 CL A 860370105 8,683 1,136,546 COM 868447103 2,265 362,974 COM NEW 902973304 117,569 4,448,310 COM NEW 903293405 113,188 6,794,000 COM 931142103 11,455 220,000	COM 690370101 53,136 3,388,774 SH NOTE 690370AB7 21,328 21,653,000 PRN COM 703481101 441 15,000 SH COM 717081103 4,773 235,000 SH COM 760975102 116,504 2,065,000 SH SPONSORED ADR 783513104 5,390 194,100 SH COM 80007P307 272,737 21,307,600 SH COM 78442P106 382 25,000 SH CL A 860370105 8,683 1,136,546 SH COM 868447103 2,265 362,974 SH COM NEW 902973304 117,569 4,448,310 SH COM 931142103 11,455 220,000 SH