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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, 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: Berkshire Hathaway Inc.
Address: 1440 Kiewit Plaza
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, 2011 |
| ----- | ----- | ----- |
| [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 |
| 28- 5194 | General Re - New England Asset Management, Inc. |

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Form 13F SUMMARY PAGE

Report Summary:

| | |
|---|--------------|
| Number of Other Included Managers:..... | 18 |
| Form 13F Information Table Entry Total:.. | 100 |
| Form 13F Information Table Value Total:.. | \$59,127,860 |
| | (thousands) |

~~Confidential information has been omitted from the Form 13F and filed separately with the Commission.~~

~~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,~~

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

| NO. | NUMBER | NAME |
|-----|----------|---|
| 1. | 28-5678 | Berkshire Hathaway Life Insurance Co. of Nebraska |
| 2. | 28-10388 | BH Columbia Inc. |
| 3. | 28 | BH Finance LLC |
| 4. | 28-719 | BCS Holdings, LLC |
| 5. | 28-554 | Buffett, Warren E. |
| 6. | 28-1517 | Columbia Insurance Co. |
| 7. | 28-2226 | Cornhusker Casualty Co. |
| 8. | 28-06102 | Cypress Insurance Company |
| 9. | 28-11217 | Feehheimer Brothers Company |
| 10. | 28-852 | GEICO Corp. |
| 11. | 28-101 | Government Employees Ins. Corp. |
| 12. | 28 | Medical Protective Corp. |
| 13. | 28-1066 | National Fire & Marine |
| 14. | 28-718 | National Indemnity Co. |
| 15. | 28-5006 | National Liability & Fire Ins. Co. |
| 16. | 28-11222 | Nebraska Furniture Mart |
| 17. | 28-717 | OBH LLC |
| 18. | 28 | U.S. Investment Corp. |

| | | |
|---|--------------------------|--|
| | Column 6 | |
| | Investment Discretion | |
| Column 8 Column | | |
| 4 Column 5 ----- ----- ----- | | |
| ----- | Column 2 | |
| Column 3 Market Shares or (b) | | |
| (c) Column 7 | | |
| Voting Authority | | |
| Column 1 Title of CUSIP Value | | |
| Principal (a) Shared- Shared- | | |
| Other (a) (b) | | |
| (c) Name of Issuer Class | | |
| Number (In Thousands) | | |
| Amount \$ Sole Defined Other | | |
| Managers Sole Shared None ---- ---- ----- ----- ----- ----- ---- | | |

American Express
Co.....
Com 025816 10 9
773,420
17,225,400 X 5,
2, 6, 17
17,225,400
358,959
7,994,634 X 5,
13, 17 7,994,634
5,399,489
120,255,879 X 5,
14, 17
120,255,879
87,245 1,943,100
X 5, 10, 11, 14,
17 1,943,100
62,847 1,399,713
X 5, 16, 17

~~1,399,713-37,708~~
~~839,832 X-5,9,~~
~~17-839,832~~
~~87,651-1,952,142~~
~~X-5,17~~
~~1,952,142-Bank~~
~~of New York~~
~~Mellon~~
~~Corp.....~~
~~Com-064058-10-0~~
~~33,349-1,793,915~~
~~X-5,1,14,17~~
~~1,793,915-CVS~~
~~Caremark~~
~~Corp.....~~
~~Com-126650-10-0~~
~~190,153~~
~~5,661,000 X-5,~~
~~10,11,14,17~~
~~5,661,000-Coca~~
~~Cola.....Com~~
~~191216-10-0~~
~~27,024-400,000 X~~
~~5,17-400,000~~
~~119,987~~
~~1,776,000 X-5,~~
~~15,17-1,776,000~~
~~486,810~~
~~7,205,600 X-5,~~
~~10,11,14,17~~
~~7,205,600~~
~~2,711,966~~
~~40,141,600 X-5,~~
~~2,6,17~~
~~40,141,600~~
~~9,454,725~~
~~139,945,600 X-5,~~
~~14,17~~
~~139,945,600~~
~~617,444~~
~~9,139,200 X-5,~~
~~13,17-9,139,200~~
~~32,429-480,000 X~~
~~5,16,17~~
~~480,000-61,615~~
~~912,000 X-5,8,~~
~~17-912,000~~
~~Comdisco Holding~~
~~Co.....~~
~~Com-200334-10-0~~
~~7,431-1,218,199~~
~~X-5,14,17~~
~~1,218,199-1,848~~
~~302,963 X-5,3,~~
~~14,17-302,963~~
~~105-17,215 X-5,~~
~~13,17-17,215~~
~~ConocoPhillips..~~
~~Com-20825C-10-4~~
~~1,336,662~~
~~21,109,637 X-5,~~
~~14,17~~
~~21,109,637~~
~~126,596~~
~~1,999,300 X-5,~~
~~13,17-1,999,300~~
~~379,413~~
~~5,992,000 X-5,~~
~~10,11,14,17~~
~~5,992,000-Costco~~
~~Wholesale~~
~~Corp.....~~
~~Com-22160K-10-5~~
~~355,899~~
~~4,333,363 X-5,~~
~~14,17-4,333,363~~
~~Directv.....~~
~~CIA-25490A-10-1~~
~~179,622~~
~~4,249,400 X-5,~~
~~10,11,14,17~~
~~4,249,400-Dollar~~
~~General~~
~~Corp.....~~

| | | |
|-----------------|------------|--|
| | Column 6 | |
| | Investment | |
| | Discretion | |
| Column 8 Column | | |
| 4 Column 5 ---- | | |
| ----- | | |
| ----- | | |
| Column 2 Column | | |
| 3 Market Shares | | |
| or (c) Column 7 | | |
| Voting | | |
| Authority | | |
| Column 1 Title | | |
| of CUSIP Value | | |
| Principal (a) | | |
| (b) Shared- | | |
| Shared- Other | | |
| (a) (b) (c) | | |
| Name of Issuer | | |
| Class Number | | |
| (In Thousands) | | |
| Amount \$ Sole | | |
| Defined Other | | |
| Managers Sole | | |
| Shared None --- | | |
| ----- | | |
| ----- | | |
| --- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |

~~--- Intel
Corp.....Com
458140 10 0
199,167
9,333,000 X 5,
10, 11, 14, 17
9,333,000
International
Business
Machines.....
Com 459200 10 1
10,028,617
57,348,984 X 5,
14, 17
57,348,984
Johnson &
Johnson.....
Com 478160 10 4
275,300
4,322,500 X 5
4,322,500
125,765
1,974,648 X 5,
1, 14, 17
1,974,648
625,018
9,813,442 X 5,
14, 17
9,813,442
887,637
13,936,841 X 5,
2, 6, 17
13,936,841
135,787
2,132,000 X 5,
2, 6, 12, 17
2,132,000
36,622 575,000
X 5, 18 575,000
298,856
4,692,357 X 5,
10, 11, 14, 17
4,692,357 Kraft
Foods
Inc.....
Com 50075N 10 4
1,739,625
51,805,384 X 5,
14, 17
51,805,384
660,906
19,681,524 X 5,
2, 6, 17
19,681,524
335,800
10,000,000 X 5,
10, 11, 14, 17
10,000,000
8,724 259,800 X
5, 2, 6, 12, 17
259,800 268,640
8,000,000 X 5
8,000,000 M & T
Bank
Corporation...
Com 55261F 10 4
326,520
4,671,245 X 5,
14, 17
4,671,245
38,165 546,000
X 5, 10, 11,
14, 17 546,000
11,519 164,795
X 5, 13, 17
164,795
Mastercard
Inc.....
Com 57636Q 10 4
128,450 405,000
X 5, 10, 11,
14, 17 405,000
Moody's.....
Com 615369 10 5~~

~~386,589~~
~~12,695,850 X 5,~~
~~14, 17~~
~~12,695,850~~
~~478,656~~
~~15,719,400 X 5,~~
~~10, 11, 14, 17~~
~~15,719,400~~
~~Procter &~~
~~Gamble~~
~~Co.....~~
~~Com 742718 10 9~~
~~2,356,048~~
~~37,291,036 X 5,~~
~~14, 17~~
~~37,291,036~~
~~1,281,290~~
~~20,280,000 X 5,~~
~~2, 6, 17~~
~~20,280,000~~
~~394,243~~
~~6,240,000 X 5,~~
~~13, 17~~
~~6,240,000~~
~~394,243~~
~~6,240,000 X 5,~~
~~10, 11, 14, 17~~
~~6,240,000~~
~~49,280 780,000~~
~~X 5, 15, 17~~
~~780,000 98,561~~
~~1,560,000 X 5,~~
~~8, 17 1,560,000~~
~~276,412~~
~~4,375,000 X 5~~
~~4,375,000~~
~~Sanofi~~
~~Aventis.....~~
~~ADR 80105N 10 5~~
~~16,023 488,500~~
~~X 5, 10, 11,~~
~~14, 17 488,500~~
~~94,993~~
~~2,896,133 X 5,~~
~~14, 17~~
~~2,896,133 5,553~~
~~169,300 X 5,~~
~~13, 17 169,300~~
~~16,720 509,742~~
~~X 5, 2, 6, 12,~~
~~17 509,742 ----~~
~~-----~~
~~21,979,729 ----~~
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~~BERKSHIRE HATHAWAY INC.~~
~~Form 13F Information Table~~
~~September 30, 2011~~

Column 6
 Investment
 Discretion
 Column 8
 Column 4
 Column 5 -----

 - -----

 Column 2
 Column 3
 Market Shares
 or (b) (c)
 Column 7
 Voting
 Authority
 Column 1 Title
 of CUSIP Value
 Principal (a)
 Shared-
 Shared- Other
 (a) (b) (c)
 Name of Issuer

Class Number
(In Thousands)
Amount \$ Sole
Defined Other
Managers Sole
Shared None --
----- -

Torchmark
Corp.....
Com 891027 10
4 4,055
116,326 X 5,
1, 14, 17
116,326 23,516
674,592 X 5,
2, 6, 17
674,592 86,639
2,485,350 X 5,
14, 17
2,485,350
33,450 959,550
X 5, 13, 17
959,550 US

Bancorp.....
Com 902973 30
4 548,654
23,307,300 X
5, 2, 6, 17
23,307,300
488,898
20,768,826 X
5, 14, 17
20,768,826
196,912
8,365,000 X 5
8,365,000
51,176
2,174,000 X 5,
2, 6, 12, 17
2,174,000
41,077
1,745,000 X 5,
18 1,745,000
298,471
12,679,300 X
5, 10, 11, 14,
17 12,679,300
USG

Corperation...
Com 903293 40
5 114,896
17,072,192 X
5, 14, 17
17,072,192
United Parcel
Service

Inc.....
Com 911312 10
6 90,254
1,429,200 X 5
1,429,200
Verisk

Analytics.....
CIA 92345Y 10
6 146,112
4,202,250 X 5,
10, 11, 14, 17
4,202,250 Visa
Inc.....

CIA 92826C 83
9 196,445
2,291,708 X 5,
10, 11, 14, 17
2,291,708 Wal-
Mart Stores,
Inc.....

~~Com 931142 10~~
~~3 1,758,950~~
~~33,891,142 X~~
~~5, 14, 17~~
~~33,891,142~~
~~217,980~~
~~4,200,000 X 5,~~
~~3, 14, 17~~
~~4,200,000~~
~~49,097 946,000~~
~~X 5, 10, 11,~~
~~14, 17 946,000~~
~~Washington~~
~~Post~~
~~Co.....~~
~~CLB 939640 10~~
~~8 292,411~~
~~894,304 X 5,~~
~~14, 17 894,304~~
~~48,493 148,311~~
~~X 5, 1, 7, 14,~~
~~17 148,311~~
~~211,931~~
~~648,165 X 5,~~
~~13, 17 648,165~~
~~12,093 36,985~~
~~X 5, 15, 17~~
~~36,985 Wells~~
~~Fargo & Co.~~
~~Del.....~~
~~Com 949746 10~~
~~1 1,496,704~~
~~62,052,396 X~~
~~5, 2, 6, 17~~
~~62,052,396~~
~~33,768~~
~~1,400,000 X 5,~~
~~4, 17~~
~~1,400,000~~
~~1,123,046~~
~~46,560,770 X~~
~~5, 13, 17~~
~~46,560,770~~
~~67,247~~
~~2,788,000 X 5,~~
~~15, 17~~
~~2,788,000~~
~~24,120~~
~~1,000,000 X 5,~~
~~17 1,000,000~~
~~4,086,721~~
~~169,432,865 X~~
~~5, 14, 17~~
~~169,432,865~~
~~38,826~~
~~1,609,720 X 5,~~
~~16, 17~~
~~1,609,720~~
~~41,004~~
~~1,700,000 X 5,~~
~~9, 17~~
~~1,700,000~~
~~19,778 820,000~~
~~X 5, 8, 17~~
~~820,000~~
~~801,826~~
~~33,243,200 X~~
~~5, 10, 11, 14,~~
~~17 33,243,200~~
~~385,920~~
~~16,000,000 X~~
~~5, 1, 7, 14,~~
~~17 16,000,000~~
~~192,960~~
~~8,000,000 X 5~~
~~8,000,000~~
~~65,124~~
~~2,700,000 X 5,~~
~~2, 6, 12, 17~~
~~2,700,000~~
~~48,240~~
~~2,000,000 X 5,~~
~~18 2,000,000~~
~~126,630~~

~~5,250,000 X 5,~~
~~1,14,17~~
~~5,250,000~~
~~164,326~~
~~6,812,857 X 5,~~
~~3,14,17~~
~~6,812,857~~
~~-----~~
~~13,627,750~~
~~-----~~ GRAND
TOTAL.....
\$59,127,860
~~=====~~