

FAIRFAX FINANCIAL HOLDINGS LTD/ CAN
Form 13F-HR
July 28, 2008

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

Form 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: June 30, 2008

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 July 28, 2008

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: 31

Form 13F Information Table Value Total: \$3,572,785
(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 June 30, 2008

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVEST DISCR
ABBOTT LABS	COM	002824100	2,379	45,000	SH		DEF
ASTRAZENECA PLC	SPONSORED ADR	046353108	539	12,700	SH		DEF
BALDWIN & LYONS INC	CL B	057755209	16,953	969,875	SH		DEF
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	482	4	SH		DEF
BROWN & BROWN INC	COM	115236101	209	12,000	SH		DEF
CFS BANCORP INC	COM	12525D102	113	10,000	SH		DEF
CITIZENS COMMUNICATIONS CO	COM	17453B101	210,778	18,620,000	SH		DEF
CRESUD S A C I F Y A	SPONSORED ADR	226406106	6,984	470,000	SH		DEF
DELL INC	COM	24702R101	247,442	11,303,900	SH		DEF
FIRST PL FINL CORP	COM	33610T109	94	10,000	SH		DEF
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	831	18,800	SH		DEF
IDT CORP	COM	448947101	22	15,000	SH		DEF
INTERNATIONAL COAL GRP INC N	COM	45928H106	274,768	21,055,000	SH		DEF
JOHNSON & JOHNSON	COM	478160104	381,521	5,935,300	SH		DEF
KING PHARMACEUTICALS INC	COM	495582108	106,113	10,135,000	SH		DEF
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	344,265	116,700,000	SH		DEF
NAM TAI ELECTRS INC	COM PAR \$0.02	629865205	326	25,000	SH		DEF
NEW YORK CMNTY BANCORP INC	COM	649445103	356	20,000	SH		DEF
NEWMARKET CORP	COM	651587107	265	4,000	SH		DEF
ODYSSEY RE HLDGS CORP	COM	67612W108	1,505,179	42,399,400	SH		DEF
OFFICE DEPOT INC	COM	676220106	304	27,800	SH		DEF
OLD REP INTL CORP	COM	680223104	178	15,000	SH		DEF
OVERSTOCK COM INC DEL	COM	690370101	87,939	3,388,774	SH		DEF
OVERSTOCK COM INC DEL	NOTE 3.75% 12/0	690370AB7	26,410	36,873,000	PRN		DEF
PFIZER INC	COM	717081103	311,092	17,827,600	SH		DEF
PIER 1 IMPORTS INC	NOTE 6.375% 2/1	720279AH1	1,944	2,500,000	PRN		DEF
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	2,056	71,700	SH		DEF

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SANOFI AVENTIS	SPONSORED ADR	80105N105	379	11,400	SH	DEF
STEWART ENTERPRISES INC	CL A	860370105	29,718	4,127,546	SH	DEF
U S G CORP	COM NEW	903293405	428	14,500	SH	DEF
WAL MART STORES INC	COM	931142103	12,718	226,700	SH	DEF