

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-28** | Period of Report: **2012-12-31**
SEC Accession No. [0001434845-13-000001](#)

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FILER

Cardinal Capital Management

CIK: [1434845](#) | IRS No.: **561760706** | State of Incorporation: **NC** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-13067** | Film No.: **13551644**

Mailing Address

2301 REXWOODS DRIVE
SUITE 102
RALEIGH NC 27607

Business Address

2301 REXWOODS DRIVE
SUITE 102
RALEIGH NC 27607
919-532-7500

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 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: Cardinal Capital Management, Inc.
2626 Glenwood Avenue, Suite 380
Raleigh, NC 27608

Form 13F File Number: 28-13067

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: Glenn Andrews
Title: President
Phone: 919-532-7500

Signature, Place, and Date of Signing:

| | | |
|---------------|-------------------------|------------------|
| Glenn Andrews | Raleigh, North Carolina | January 25, 2013 |
| ----- | ----- | ----- |
| [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).)
 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 SUMMARY PAGE

Report Summary:

| | |
|--|----------------|
| Number of Other Included Managers: | none |
| Form 13F Information Table Entry Total: | 76 |
| Form 13F Information Table Value Total: (x1000) | 152630 (X1000) |

List of Other Included Managers:

Name of Reporting Manager
Form 13F Information Table

<TABLE>
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<C> <C> <C> <C> <C> <C> <C>

FORM 13F INFORMATION TABLE

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | COLUMN 8 |
|---------------------------|----------------|-----------|-----------------|---------------------|---------------|-----------------------|---|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHRS OR SH/ PRN AMT | PUT/ PRN CALL | INVESTMENT DISCRETION | OTHER VOTING AUTHORITY SOLE SHARED NONE |
| 3M Company | Common | 88579Y101 | 5232 | 56345SH | | Sole | N/A 56345 |
| ABB Ltd | ADR | 375204 | 657 | 31613SH | | Sole | N/A 31613 |
| Agilent Technologies | Common | 00846U101 | 2265 | 55332SH | | Sole | N/A 55332 |
| Apple Computer | Common | 37833100 | 2906 | 5460SH | | Sole | N/A 5460 |
| Automatic Data Processing | Common | 053015103 | 2849 | 50044SH | | Sole | N/A 50044 |
| Bank of Nova Scotia | Common | 64149107 | 718 | 12400SH | | Sole | N/A 12400 |
| Bard CR Inc. | Common | 67383109 | 2445 | 25013SH | | Sole | N/A 25013 |
| BB&T Corporation | Common | 54937107 | 2331 | 80083SH | | Sole | N/A 80083 |
| Becton Dickinson & Co | Common | 75887109 | 2627 | 33602SH | | Sole | N/A 33602 |
| BHP Billiton ADR | ADR | 88606108 | 1482 | 18898SH | | Sole | N/A 18898 |
| Carbo Ceramics | Common | 140781105 | 3089 | 39429SH | | Sole | N/A 39429 |
| Caterpillar | Common | 149123101 | 2487 | 27751SH | | Sole | N/A 27751 |
| Cisco Systems Inc. | Common | 17275R102 | 2296 | 116846SH | | Sole | N/A 116846 |
| Coach Inc | Common | 189754104 | 2269 | 40880SH | | Sole | N/A 40880 |
| Coca-Cola | Common | 191216100 | 2803 | 77334SH | | Sole | N/A 77334 |
| ConocoPhillips | Common | 20825C104 | 2059 | 35502SH | | Sole | N/A 35502 |
| Costco Wholesale Corp Del | Common | 22160K105 | 2697 | 27315SH | | Sole | N/A 27315 |
| Cummins Inc | Common | 231021106 | 436 | 4020SH | | Sole | N/A 4020 |
| Deere & Company | Common | 244199105 | 3717 | 43010SH | | Sole | N/A 43010 |
| Dentsply International | Common | 249030107 | 2765 | 69813SH | | Sole | N/A 69813 |
| DuPont | Common | 263534107 | 2635 | 58587SH | | Sole | N/A 58587 |
| Ecolab Inc. | Common | 278865100 | 3174 | 44139SH | | Sole | N/A 44139 |
| Elbit Systems Ltd | Common | M3760D101 | 298 | 7453SH | | Sole | N/A 7453 |
| Eli Lilly | Common | 532457108 | 2228 | 45176SH | | Sole | N/A 45176 |
| Emerson Electric | Common | 291011104 | 2481 | 46855SH | | Sole | N/A 46855 |
| ENI S P A Sponsored ADR | ADR | 26874R108 | 913 | 18580SH | | Sole | N/A 18580 |
| Exxon Mobil | Common | 30231G102 | 5933 | 68550SH | | Sole | N/A 68550 |
| Fairchild Semiconductor | Common | 303726103 | 152 | 10559SH | | Sole | N/A 10559 |
| FedEX Corp | Common | 31428X106 | 1308 | 14256SH | | Sole | N/A 14256 |
| General Electric Co | Common | 369604103 | 3572 | 170200SH | | Sole | N/A 170200 |
| General Mills | Common | 370334104 | 2832 | 70063SH | | Sole | N/A 70063 |
| Google Inc Class A | Common | 38259P508 | 2735 | 3866SH | | Sole | N/A 3866 |
| Hasbro, Inc. | Common | 418056107 | 2409 | 67091SH | | Sole | N/A 67091 |
| Honda Motor ADR | ADR | 438128308 | 711 | 19239SH | | Sole | N/A 19239 |
| HSBC Holdings ADR | ADR | 404280406 | 1031 | 19429SH | | Sole | N/A 19429 |
| Idexx Laboratories | Common | 45168D104 | 3437 | 37034SH | | Sole | N/A 37034 |
| Illinois Tool Works Inc | Common | 452308109 | 2797 | 45996SH | | Sole | N/A 45996 |
| Imperial Oil Ltd | Common | 453038408 | 531 | 12356SH | | Sole | N/A 12356 |
| Intel | Common | 458140100 | 3040 | 147439SH | | Sole | N/A 147439 |
| Internatl Business Mach | Common | 459200101 | 5199 | 27143SH | | Sole | N/A 27143 |
| J P Morgan Chase & Co Inc | Common | 46625H100 | 2511 | 57098SH | | Sole | N/A 57098 |
| Johnson & Johnson | Common | 478160104 | 4952 | 70636SH | | Sole | N/A 70636 |
| Laboratory CP Amer Hldgs | Common | 50540R409 | 2450 | 28283SH | | Sole | N/A 28283 |
| Lowes | Common | 548661107 | 3025 | 85158SH | | Sole | N/A 85158 |
| Makita Corp ADR | ADR | 560877300 | 778 | 16739SH | | Sole | N/A 16739 |
| McCormick & Company | Common | 579780206 | 2720 | 42808SH | | Sole | N/A 42808 |
| Medtronic Inc. | Common | 585055106 | 2354 | 57391SH | | Sole | N/A 57391 |
| Merck & Co Inc | Common | 58933Y105 | 2513 | 61383SH | | Sole | N/A 61383 |
| Microsoft | Common | 594918104 | 2451 | 91762SH | | Sole | N/A 91762 |
| National Fuel Gas Co | Common | 636180101 | 1945 | 38377SH | | Sole | N/A 38377 |
| Novartis ADR | ADR | 66987V109 | 1344 | 21226SH | | Sole | N/A 21226 |
| Oil Dri Corp of America | Common | 677864100 | 258 | 9342SH | | Sole | N/A 9342 |
| Pepsico | Common | 713448108 | 2095 | 30611SH | | Sole | N/A 30611 |
| Petmed Express Inc | Common | 71638210 | 130 | 11694SH | | Sole | N/A 11694 |
| Phillips | Common | 718546104 | 962 | 17440SH | | Sole | N/A 17440 |
| Potash Corp Saskatchewan | Common | 73755L107 | 578 | 14201SH | | Sole | N/A 14201 |
| Proctor & Gamble | Common | 742718109 | 2973 | 43793SH | | Sole | N/A 43793 |
| Qualcomm Inc | Common | 747525103 | 2601 | 42039SH | | Sole | N/A 42039 |
| Royal Bank Canada PV\$1 | Common | 780087102 | 724 | 12012SH | | Sole | N/A 12012 |
| Royal Dutch Shell PLC | Common | 780259206 | 819 | 11876SH | | Sole | N/A 11876 |
| Salix Pharmaceuticals LTD | Common | 795435106 | 1952 | 48226SH | | Sole | N/A 48226 |
| Sanofi Aventis Spon ADR | ADR | 80105N10 | 1380 | 29136SH | | Sole | N/A 29136 |
| SAP AG ADR | ADR | 803054204 | 923 | 11484SH | | Sole | N/A 11484 |
| Schlumberger Ltd | Common | 806857108 | 2424 | 34984SH | | Sole | N/A 34984 |
| Siemens A G Adr | ADR | 826197501 | 678 | 6189SH | | Sole | N/A 6189 |
| Snap On Inc | Common | 833034101 | 259 | 3273SH | | Sole | N/A 3273 |

| | | | | | | | |
|-------------------------------|--------|-----------|------|---------|------|-----|-------|
| Sonic Corp | Common | 835451105 | 163 | 15704SH | Sole | N/A | 15704 |
| T C F Financial Corp | Common | 872275102 | 147 | 12092SH | Sole | N/A | 12092 |
| Teva Pharmaceuticals | Common | 881624209 | 1031 | 27598SH | Sole | N/A | 27598 |
| Total SA Sponsor ADR | ADR | 89151 E10 | 579 | 11132SH | Sole | N/A | 11132 |
| Toyota Motor Corp. ADR | ADR | 892331307 | 1066 | 11430SH | Sole | N/A | 11430 |
| Unilever PLC NEW ADR | ADR | 904767704 | 1198 | 30948SH | Sole | N/A | 30948 |
| United Parcel Service Class B | Common | 911312106 | 1181 | 16012SH | Sole | N/A | 16012 |
| Vale Sa Adr | ADR | 919 12E10 | 622 | 29676SH | Sole | N/A | 29676 |
| Wal Mart Stores Inc | Common | 931142103 | 2782 | 40769SH | Sole | N/A | 40769 |
| Wells Fargo & Co | Common | 949746104 | 2556 | 74782SH | Sole | N/A | 74782 |

TOTAL: \$152630 (thousands)

</TABLE>