

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**
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FILER

Liberty Capital Management, Inc.

CIK: **1366838** | IRS No.: **383088816** | State of Incorporation: **MI** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-11958** | Film No.: **13550489**

Mailing Address

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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: 12/31/2012
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: Liberty Capital Management

Address: 401 South Old Woodward
Suite 430
Birmingham, MI 48009

Form 13F File Number: 28-03742

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 submission.

Persons Signing this Report on Behalf of Reporting Manager:

Name: Charles W. Brown
Title: Vice President
Phone: 248.258.9290

Signature, Place, and Date of Signing:

/s/ Charles W. Brown	Birmingham, MI	1/25/2013
-----	-----	-----
[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:

13F File Number Name

28-03742

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 88
Form 13F Information Table Value Total: \$ 108,559

(In Thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.
NONE

<TABLE>
<CAPTION>

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 PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
ABBOTT LABS COM	COM	002824100	2111	32225	SH	SOLE		32225 0 0
AFLAC INC COM	COM	001055102	1607	30250	SH	SOLE		30250 0 0
ALLERGAN INC COM	COM	018490102	1288	14040	SH	SOLE		14040 0 0
ALTRIA GROUP INC	COM	02209s103	1144	36375	SH	SOLE		36375 0 0
AMAZON COM INC COM	COM	023135106	1545	6157	SH	SOLE		6157 0 0
AMERICAN EXPRESS CO COM	COM	025816109	354	6150	SH	SOLE		6150 0 0
AMERICAN TEL&TELEG CO COM	COM	00206r102	366	10860	SH	SOLE		10860 0 0
AMERICAN TOWER CORP COM	COM	03027x100	232	3005	SH	SOLE		3005 0 0
APPLE COMPUTER INC COM	COM	037833100	2691	5056	SH	SOLE		5056 0 0
AUTOMATIC DATA PROCESS COM	COM	053015103	385	6770	SH	SOLE		6770 0 0
BAXTER INTL INC COM	COM	071813109	1292	19385	SH	SOLE		19385 0 0
BORG-WARNER AUTOMOTIVE COM	COM	099724106	2093	29230	SH	SOLE		29230 0 0
CATERPILLAR INC DEL COM	COM	149123951	333	3715	SH	SOLE		3715 0 0
CELGENE CORP COM	COM	151025010	1773	22600	SH	SOLE		22600 0 0
CENTURYTEL INC	COM	156700106	1142	29185	SH	SOLE		29185 0 0
CERNER CORP COM	COM	156782104	1348	17392	SH	SOLE		17392 0 0
CHEVRON CORP	COM	166764100	2498	23104	SH	SOLE		23104 0 0
CHUBB CORP COM	COM	171232an1	1517	20140	SH	SOLE		20140 0 0
CHURCH & DWIGHT INC COM	COM	171340102	2718	50732	SH	SOLE		50732 0 0
CIMAREX ENERGY CO COM	COM	171798101	339	5865	SH	SOLE		5865 0 0
COCA COLA CO COM	COM	191216100	273	7540	SH	SOLE		7540 0 0
COGNIZANT TECH SOLUTNS CL A	COM	192446102	1261	17070	SH	SOLE		17070 0 0
COMERICA INC COM	COM	200340107	407	13410	SH	SOLE		13410 0 0
CONSTELLATION BRANDS CL A	COM	21036p108	349	9850	SH	SOLE		9850 0 0
COSTCO WHSL CORP NEW COM	COM	22160k105	2327	23570	SH	SOLE		23570 0 0
CVS CORP COM	COM	126650100	2498	51660	SH	SOLE		51660 0 0
DANAHER CORP DEL COM	COM	235851102	2855	51070	SH	SOLE		51070 0 0
DENTSPLY INTL INC NEW COM	COM	249030107	816	20590	SH	SOLE		20590 0 0
DIGITAL RLTY TR INC COM	COM	253868103	1157	17040	SH	SOLE		17040 0 0
ECOLAB INC COM	COM	278865100	1965	27325	SH	SOLE		27325 0 0
EMERSON ELEC CO COM	COM	291011104	368	6950	SH	SOLE		6950 0 0
ENERGY TRANSFER PRTRNS UNIT LT	COM	29273r109	1030	23995	SH	SOLE		23995 0 0
ENTERPRISE PRODS PARTN COM	COM	293792107	467	9320	SH	SOLE		9320 0 0
ESTEE LAUDER CO CLASS A	COM	518439104	1018	17005	SH	SOLE		17005 0 0
EXPRESS SCRIPTS INC COM	COM	30219g108	1619	29986	SH	SOLE		29986 0 0
EXXON MOBIL CORP COM	COM	30231g102	1105	12771	SH	SOLE		12771 0 0
FISERV INC COM	COM	337738108	1775	22460	SH	SOLE		22460 0 0
FRANKLIN RES INC COM	COM	354613101	1100	8748	SH	SOLE		8748 0 0
GENERAL ELEC CO COM	COM	369604103	715	34063	SH	SOLE		34063 0 0
GOOGLE INC CL A	COM	38259p508	2629	3716	SH	SOLE		3716 0 0
HEALTH CARE REIT INC COM	COM	42217k106	1433	23380	SH	SOLE		23380 0 0
HEALTHCARE SVCS GP INC COM	COM	421906108	951	40920	SH	SOLE		40920 0 0
HOME DEPOT INC COM	COM	437076102	570	9210	SH	SOLE		9210 0 0
ILLINOIS TOOL WKS INC COM	COM	452308109	2174	35745	SH	SOLE		35745 0 0
INTEL CORP COM	COM	458140100	847	41070	SH	SOLE		41070 0 0
INTERNATIONAL BUS MACH COM	COM	459200101	3057	15961	SH	SOLE		15961 0 0
INTUIT COM	COM	461202103	2771	46595	SH	SOLE		46595 0 0
ISHARES TR FTSE XNHUA IDX CH IN	COM	464287184	741	18318	SH	SOLE		18318 0 0
ISHARES TR MSCI EAFE IDX EU, A	COM	464287465	304	5345	SH	SOLE		5345 0 0
ISHARES TR MSCI EMERG MKT	COM	464287234	696	15696	SH	SOLE		15696 0 0
ISHARES TR RUSSELL MCP GR	COM	464287234	518	8242	SH	SOLE		8242 0 0
ISHARES TR RUSSELL1000 GRW	COM	464287614	369	5641	SH	SOLE		5641 0 0
ISHARES TR S&P LATIN AM 40	COM	464287390	897	20450	SH	SOLE		20450 0 0
ISHARES TR S&P SMLCP GROW	COM	464287887	256	3045	SH	SOLE		3045 0 0
JOHNSON & JOHNSON COM	COM	478160104	737	10511	SH	SOLE		10511 0 0
JOHNSON CTLS INC COM	COM	478366107	215	7000	SH	SOLE		7000 0 0

KINDER MORGAN ENERGY UT LTD PA	COM	494550106	1824	22855	SH	SOLE	22855	0	0
LOWES COS INC COM	COM	548661107	833	23445	SH	SOLE	23445	0	0
MASTERCARD INC CL A	COM	57636q104	425	865	SH	SOLE	865	0	0
MBT FINANCIAL CORP	COM	578877102	193	81362	SH	SOLE	81362	0	0

</TABLE>
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
MCDONALDS CORP COM	COM	580135101	1418	16070	SH		SOLE		16070	0	0
MCKESSON HBOC INC COM	COM	58155q103	1137	11730	SH		SOLE		11730	0	0
MICROSOFT CORP COM	COM	594918104	727	27208	SH		SOLE		27208	0	0
MORGAN J P CHASE CO INC COM	COM	46625h100	531	12088	SH		SOLE		12088	0	0
PEPSICO INC COM	COM	713448108	2161	31585	SH		SOLE		31585	0	0
PERRIGO CO COM	COM	714290103	1207	11600	SH		SOLE		11600	0	0
PHILIP MORRIS INTL INC COM	COM	718172109	826	9875	SH		SOLE		9875	0	0
PROCTER & GAMBLE CO COM	COM	742718109	996	14665	SH		SOLE		14665	0	0
QUALCOMM INC COM	COM	747525103	2305	37265	SH		SOLE		37265	0	0
SCHLUMBERGER LTD COM	COM	806857108	2079	29995	SH		SOLE		29995	0	0
STERICYCLE INC COM	COM	858912108	1239	13285	SH		SOLE		13285	0	0
STRYKER CORP COM	COM	863667101	1241	22641	SH		SOLE		22641	0	0
SYSKO CORP COM	COM	871829107	523	16521	SH		SOLE		16521	0	0
T ROWE PRICE GROUP INC	COM	74144t108	1864	28630	SH		SOLE		28630	0	0
TEREX CORP NEW COM	COM	880779103	2695	95877	SH		SOLE		95877	0	0
TEVA PHARMACEUTCL INDS ADR	COM	881624209	264	7065	SH		SOLE		7065	0	0
TRACTOR SUPPLY CO COM	COM	892356106	1613	18250	SH		SOLE		18250	0	0
TUPPERWARE CORP COM	COM	899896104	1635	25500	SH		SOLE		25500	0	0
UNITED PARCEL SERVICE CL B	COM	911312106	646	8764	SH		SOLE		8764	0	0
UNITED TECHNOLOGIES CP COM	COM	913017109	2304	28099	SH		SOLE		28099	0	0
US BANCORP DEL COM NEW	COM	902973304	1506	47165	SH		SOLE		47165	0	0
VERIZON COMMUNICATIONS COM	COM	92343v104	949	21936	SH		SOLE		21936	0	0
VISA INC COM CL A	COM	92826c839	2631	17355	SH		SOLE		17355	0	0
VMWARE INC CL A COM	COM	928563402	1530	16250	SH		SOLE		16250	0	0
WAL MART STORES INC COM	COM	931142103	238	3482	SH		SOLE		3482	0	0
WALGREEN	COM	931422109	646	17450	SH		SOLE		17450	0	0
WELLS FARGO & CO NEW COM	COM	949746101	933	27300	SH		SOLE		27300	0	0
WHOLE FOODS MKT INC COM	COM	966837106	394	4325	SH		SOLE		4325	0	0

</TABLE>