

SANDRIDGE ENERGY INC

Reported by
1109519 ONTARIO LTD

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 11/19/12 for the Period Ending 11/15/12

Address	123 ROBERT S. KERR AVENUE OKLAHOMA CITY, OK 73102-6406
Telephone	405-429-5500
CIK	0001349436
Symbol	SD
SIC Code	6331 - Fire, Marine, and Casualty Insurance
Industry	Insurance (Prop. & Casualty)
Sector	Financial
Fiscal Year	12/31

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30
(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * FAIRFAX FINANCIAL HOLDINGS LTD/ CAN	2. Date of Event Requiring Statement (MM/DD/YYYY) 11/15/2012	3. Issuer Name and Ticker or Trading Symbol SANDRIDGE ENERGY INC [SD]
(Last) (First) (Middle) 95 WELLINGTON STREET WEST, SUITE 800	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) TORONTO, A6 M5J 2N7 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.001 par value ("Common Shares")	24740200	I	See Footnote ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
6.0% Conv. Perp. Preferred Stock ("6.0% Preferred Shares")	(2)	(2)	Common Stock, \$0.001 par value	18422992 (3)	(3)	I	See Footnote (4)
8.5% Conv. Perp. Preferred Stock ("8.5% Preferred Shares")	(5)	(6)	Common Stock, \$0.001 par value	11388456 (7)	(7)	I	See Footnote (8)

Explanation of Responses:

(1) 277,000 Common Shares are held directly by V. Prem Watsa, 544,000 Common Shares are held by Northbridge Commercial Insurance

Corporation (formerly Markel Insurance Company of Canada), 781,000 Common Shares are held by Federated Insurance Company of Canada, 1,578,000 Common Shares are held by Northbridge Indemnity Insurance Corporation (formerly Commonwealth Insurance Company), 2,230,200 Common Shares are held by Northbridge General Insurance Corporation (formerly Lombard General Insurance Company of Canada), 2,048,400 Common Shares are held by TIG Insurance Company, 2,500,000 Common Shares are held by Zenith Insurance Company, 6,415,100 Common Shares are held by Odyssey Reinsurance Company (formerly Odyssey America Reinsurance Corporation) and 1,023,000 Common Shares are held by Clearwater Insurance Company.

- (2) The 6.0% Preferred Shares are convertible into Common Shares at the option of the holder thereof at any time prior to December 21, 2014, on which date the 6.0% Preferred Shares will be automatically converted into Common Shares.
- (3) Each 6.0% Preferred Share is convertible into approximately 9.21 Common Shares, subject to adjustment under certain circumstances.
- (4) 206,000 6.0% Preferred Shares are held by Fairfax (US) Inc., 460,000 6.0% Preferred Shares are held by Fairfax Financial Holdings Limited, 750,000 6.0% Preferred Shares are held by Odyssey Reinsurance Company (formerly Odyssey America Reinsurance Corporation), 294,000 6.0% Preferred Shares are held by Clearwater Insurance Company, 250,000 6.0% Preferred Shares are held by United States Fire Insurance Company and 40,000 6.0% Preferred Shares held by pension plans of certain subsidiaries of Fairfax Financial Holdings Limited.
- (5) The 8.5% Preferred Shares are convertible at any time at the holder's option.
- (6) After February 20, 2014, Sandridge Energy Inc. may cause all outstanding 8.5% Preferred Shares to automatically convert into Common Shares at the then-prevailing conversion rate if certain conditions are met.
- (7) Each 8.5% Preferred Share is convertible into 12.4805 Common Shares, subject to adjustment under certain circumstances.
- (8) 57,600 8.5% Preferred Shares are held by United States Fire Insurance Company, 44,400 8.5% Preferred Shares are held by The North River Insurance Company, 69,000 8.5% Preferred Shares are held by TIG Insurance Company, 444,900 8.5% Preferred Shares are held by Odyssey Reinsurance Company (formerly Odyssey America Reinsurance Corporation), 22,700 8.5% Preferred Shares are held by Falcon Insurance Company (Hong Kong) Ltd., and 8,600 8.5% Preferred Shares are held by pension plans of certain subsidiaries of Fairfax Financial Holdings Limited.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN				
95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7		X		
WATSA V PREM ET AL 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7		X		
1109519 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7		X		
SIXTY TWO INVESTMENT CO LTD 1600 CATHEDRAL PLACE 925 WEST GEORGIA ST. VANCOUVER, A1 V6C 3L3		X		
810679 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, A6 M5J 2N7		X		
FAIRFAX INC 2850 LAKE VISTA DRIVE SUITE 150 LEWISVILLE, TX 75056		X		
ODYSSEY REINSURANCE CO 300 FIRST STAMFORD PLACE STAMFORD, CT 06902		X		
TIG INSURANCE CO 250 COMMERCIAL STREET SUITE 5000 MANCHESTER, NH 03101		X		

Signatures

/s/ Paul Rivett, Vice President, Operations

11/19/2012

Date

****** Signature of Reporting Person

/s/ V. Prem Watsa

11/19/2012

****** Signature of Reporting Person

Date

/s/ V. Prem Watsa

11/19/2012

****** Signature of Reporting Person

Date

/s/ V. Prem Watsa

11/19/2012

****** Signature of Reporting Person

Date

/s/ V. Prem Watsa

11/19/2012

****** Signature of Reporting Person

Date

/s/ Dorothy D. Whitaker, Assistant Corporate Secretary and International Tax Director

11/19/2012

****** Signature of Reporting Person

Date

/s/ Kirk Reische, Vice President

11/19/2012

****** Signature of Reporting Person

Date

/s/ John J. Bator, Senior Vice President and Chief Financial Officer

11/19/2012

****** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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