

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 09/30/2012

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: Leonetti & Associates, LLC  
Address: 1130 Lake Cook Road, Suite 300  
Buffalo Grove, IL 60089-1976

Form 13F File Number: 028-13075

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: Michael E. Leonetti  
Title: CEO  
Phone: (847)520-0999

Signature, Place, and Date of Signing:

Michael E. Leonetti	Buffalo Grove, IL	11/14/2012
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Report Type (Check only one.):

- [X] 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).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	0
Form 13F Information Table Entry Total:	35
Form 13F Information Table Value Total: (Thousands)	\$191,037

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.

NONE

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Leonetti & Associates, LLC  
FORM 13F INFORMATION TABLE  
AS OF 09/30/2012

<TABLE>  
<CAPTION>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	OTHER MANAGERS	VOTING AUTHORITY SOLE SHARED NONE
<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Abbott Labs	COM	002824100	4737	69100	SH		Sole		69100
Anheuser-Busch InBev NV	SPONSORED ADR	03524a108	6869	79950	SH		Sole		79950
Apple Inc	COM	037833100	13060	19577	SH		Sole		19577
Celgene Corp	COM	151020104	5482	71750	SH		Sole		71750
Dish Network Corp	CL A	25470m109	3211	104900	SH		Sole		104900
IBM Corp	COM	459200101	10869	52391	SH		Sole		52391
J P Morgan Chase Co	COM	46625h100	2959	73096	SH		Sole		73096
Macy's Inc.	COM	55616p104	1962	52150	SH		Sole		52150
Merck & Co Inc	COM	58933y105	4482	99400	SH		Sole		99400
Powershares QQQ Tr	UNIT SER1	73935a104	5187	75650	SH		Sole		75650
Rydex S&P 500 Eq Wgtd	GUG S&P 500 EQ WT	78355w106	853	16340	SH		Sole		16340
SPDR Homebuilders	S&P HOMEBUILD	78464a888	5537	223000	SH		Sole		223000
SPDR Index Dow									
Jones Intl Real	DJ INTL RL ETF	78463x863	230	5870	SH		Sole		5870
SPDR Materials	SBI MATERIALS	81369y100	5627	152900	SH		Sole		152900
SPDR Retail	S&P RETAIL ETF	78464a714	8964	142850	SH		Sole		142850
SPDR S&P MidCap 400	UTSER1 S&PDCRP	78467y107	21752	120896	SH		Sole		120896
Southwest Airlines Co	COM	844741108	997	113700	SH		Sole		113700
U.S. Silica									
Holdings Inc	COM	90346E103	546	40300	SH		Sole		40300
Universal Health Svcs	CL B	913903100	2675	58500	SH		Sole		58500
Vanguard Dividend									
Appreciation	DIV APP ETF	921908844	547	9165	SH		Sole		9075
Vanguard Health									
Care ETF	HEALTH CAR ETF	92204A504	218	2975	SH		Sole		2975
Walt Disney	COM	254687106	6038	115500	SH		Sole		115500
Waste Connections Inc	COM	941053100	1899	62769	SH		Sole		62769
xylem Inc	COM	98419m100	1358	54000	SH		Sole		54000
iShares Brclys									
1-3 Yr Credit B	BARCLYS 1-3YR	464288646	5147	48670	SH		Sole		48670
iShares Brclys									
Aggregate Bd Fd	BARCLYS US AGG	464287226	14780	131435	SH		Sole		131435
iShares High Yield									
Corp Bond F	HIGH YLD CORP	464288513	7448	80695	SH		Sole		80695
iShares JPMorgan									
USD Emerging	JPMORGAN USD	464288281	109	900	SH		Sole		900

ishares MSCI Emrg Mkts	MSCI EMERG MKT	464287234	11322	273970	SH	Sole	273970
ishares Russell 2000	RUSSELL 2000	464287655	19280	231070	SH	Sole	231070
ishares S & P Midcap Gro	S&P MC 400 GRW	464287606	297	2650	SH	Sole	2650
ishares S&P 100 Index Fd	S&P 100 IDX FD	464287101	1964	29550	SH	Sole	29550
ishares S&P 600 Index	S&P SMLCAP 600	464287804	79	1020	SH	Sole	1020
ishares S&P Smallcap 600 Growt	S&P SMLCP GROW	464287887	222	2650	SH	Sole	2650
ishares US Real Estate	DJ US REAL EST	464287739	14331	222600	SH	Sole	222600
REPORT SUMMARY	35 DATA RECORDS		191037		0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED		

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