

LEGG MASON INC  
Form 8-K  
July 29, 2010

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported)

**July 27, 2010**

**LEGG MASON, INC.**  
(Exact name of registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-8529**  
(Commission File  
No.)

**52-1200960**  
(IRS Employer  
Identification No.)

**100 International Drive, Baltimore, Maryland**  
(Address of principal executive offices)

**21202**  
(Zip Code)

Registrant's telephone number, including area code:

**(410) 539-0000**

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Not Applicable

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

..

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

..

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

..

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

..

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07**      **Submission of Matters to a Vote of Security Holders.**

Legg Mason's annual meeting of stockholders was held on July 27, 2010. In the election of directors, the five director nominees were elected with the following votes:

|                     | <u>Votes Cast</u> | <u>For</u>  | <u>Withhold</u> | <u>Non-Votes</u> |
|---------------------|-------------------|-------------|-----------------|------------------|
| Dennis R. Beresford | 141,601,879       | 97,422,509  | 24,365,716      | 19,813,654       |
| Nelson Peltz        | 141,601,879       | 112,361,707 | 9,426,518       | 19,813,654       |
| W. Allen Reed       | 141,601,879       | 111,031,042 | 10,757,183      | 19,813,654       |
| Nicholas St. George | 141,601,879       | 111,953,523 | 9,834,702       | 19,813,654       |
| John T. Cahill      | 141,601,879       | 112,285,155 | 9,503,070       | 19,813,654       |

The stockholders voted in favor of the Amendment of the Legg Mason, Inc. Executive Incentive Compensation Plan as follows:

Votes Cast 141,601,879  
 For 110,361,472  
 Against 10,740,617  
 Abstain 686,126  
 Non-Vote 19,813,664

The stockholders voted in favor of the ratification of the appointment of PricewaterhouseCoopers, LLC as independent registered public accounting firm for the fiscal year ending March 31, 2011 as follows:

Votes Cast 141,601,879  
 For 140,190,209  
 Against 1,367,258  
 Abstain 44,412  
 Non-Vote 0

The stockholders voted against the stockholder proposal regarding amending the short-term incentive plan as applied to senior executives as follows:

Votes Cast 141,601,879  
 For 35,735,005  
 Against 83,873,578  
 Abstain 2,178,834  
 Non-Vote 19,814,462

The stockholders voted against the stockholder proposal regarding an independent board chairman as follows:

Votes Cast 141,601,879  
 For 33,445,128  
 Against 87,703,204  
 Abstain 639,889

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Non-Vote 19,813,658



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LEGG MASON, INC.**  
(Registrant)

Date: July 29, 2010

By: /s/ Thomas P. Lemke  
Thomas P. Lemke  
Senior Vice President and  
General Counsel

