

LEGG MASON, INC.  
Form 8-K  
July 26, 2012

**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 24, 2012**

**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 24, 2012. In the election of directors, the four director nominees were elected with the following votes:

	<u>Votes Cast</u>	<u>For</u>	<u>Withhold</u>	<u>Non-Votes</u>
Robert E. Angelica	124,675,719	111,799,262	1,088,228	11,788,229
Barry W. Huff	124,675,719	111,809,554	1,077,936	11,788,229
John E. Koerner III	124,675,719	111,436,523	1,450,967	11,788,229
Cheryl Gordon Krongard	124,675,719	111,815,771	1,071,719	11,788,229

The stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers as follows:

Votes Cast 124,675,719  
           For 105,830,832  
           Against 2,239,599  
           Abstain 4,817,059  
           Non-Vote 11,788,229

The stockholders voted in favor of the ratification of the appointment of PriceWaterhouseCoopers LLP as independent registered public accounting firm for the fiscal year ending March 31, 2013 as follows:

Votes Cast 124,675,719  
           For 123,812,371  
           Against 758,167  
           Abstain 105,181  
           Non-Vote 0



**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 26, 2012

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