Edgar Filing: LEGG MASON INC - Form 4

LEGG MASC	ON INC										
Form 4											
January 19, 20	011										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									PPROVAL		
- UNITED STATES SECURITIES AND EXCHANGE COMMISSION								3235-0287			
Check this	box		Was	hington,	D.C. 205	549		Number:			
if no longe	r							Expires:	January 31, 2005		
subject to		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						Estimated a	Estimated average		
Section 16 Form 4 or		SECURITIES						burden hou			
Form 5	Filed pure	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							response 0.5		
obligations	⁸ Section $17(s$					-	of 1935 or Section	n			
may contin	nue.			•	.	Act of 19)11 			
See Instruct 1(b).	ction	50(11)	or the my	· countent ·	company	1100 01 17	10				
- (-)-											
(Print or Type Re	esponses)										
	ldress of Reporting l	Person [*]	2. Issuer	Name and	Ticker or T	Trading	•	of Reporting Person(s) to			
ST GEORGE	E NICHOLAS J		Symbol				Issuer				
L				IASON I	NC [LM]]	(Check all applicable)				
(Last)	(First) (N	(First) (Middle) 3. Date of Earliest Tr			insaction						
(Mon			(Month/Da	Month/Day/Year)			_X_ Director		% Owner		
			01/14/2011			Officer (give below)	e title Oth below)	er (specify			
INTERNATI	ONAL DRIVE							· · · · · · · · · · · · · · · · · · ·			
			4. If Amer	. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Mont	th/Day/Year)			Applicable Line)				
							X Form filed by Form filed by 1				
BALTIMOR	E, MD 21202						Person		epoteng		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	- 24 Deei		3.	4. Securit		5. Amount of	6. Ownership	-		
Security	(Month/Day/Year)				onAcquired		Securities	Form: Direct			
(Instr. 3)		any		Code	Disposed		Beneficially	(D) or	Beneficial		
		(Month/I	Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership		
							Following Reported	(Instr. 4)	(Instr. 4)		
						(A)	Transaction(s)				
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Common							40.525	D			
Stock							42,535	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		(Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	(2)	01/14/2011		А	20.7	(1)	<u>(1)</u>	Common Stock	20.7	\$ 35

Reporting Owners

Reporting Owner Name / Address		Relationsi			
r o the second	Director	10% Owner	Officer	Other	
ST GEORGE NICHOLAS J LEGG MASON INC 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	Х				
Signatures					
/s/ Thomas C. Merchant, Attorney George	01/19/2010				

Explanation of Responses:

If the form is filed by more than one reporting person, *see* Instruction 4(b)(v). *

**Signature of Reporting Person

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

Relationships

- Restricted Stock Units acquired pursuant to and under the conditions of the Legg Mason, Inc. Non-Employee Director Equity Plan, as (1) amended. See Exhibit 10.2 of the Legg Mason's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008.
- (2) 1-for-1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Date