

Johnson Terence  
 Form 3  
 April 11, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |         |                                      |  |   |
|--|---------|--------------------------------------|--|---|
| 1. Name and Address of Reporting Person *    |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |   |
| ^ Johnson Terence<br>(Last) (First) (Middle) |         | 04/01/2013                           | LEGG MASON, INC. [LM]  |   |
| LEGG MASON, INC., ^ 100 INTERNATIONAL DRIVE  |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)                                     |         |                                      | (Check all applicable)   |   |
| BALTIMORE, ^ MD ^ 21202                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Head, Global Distribution | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                       | (State) | (Zip)                                |  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 71,347   | D   | ^  |

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|                              | Date Exercisable | Expiration Date |              | Amount or Number of Shares |           | or Indirect (I) (Instr. 5) |   |
|------------------------------|------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| Stock Options (Right to buy) | Â (1)            | 07/22/2014      | Common Stock | 2,500                      | \$ 95.66  | D                          | Â |
| Stock Options (Right to buy) | Â (2)            | 07/22/2015      | Common Stock | 5,000                      | \$ 100.77 | D                          | Â |
| Stock Options (Right to buy) | Â (3)            | 07/22/2016      | Common Stock | 5,000                      | \$ 33.97  | D                          | Â |
| Stock Options (Right to buy) | Â (4)            | 07/22/2017      | Common Stock | 15,000                     | \$ 27.45  | D                          | Â |
| Stock Options (Right to buy) | Â (5)            | 05/18/2018      | Common Stock | 5,781                      | \$ 33.25  | D                          | Â |
| Stock Options (Right to buy) | Â (6)            | 05/17/2019      | Common Stock | 19,040                     | \$ 33.99  | D                          | Â |
| Stock Options (Right to buy) | Â (7)            | 05/17/2020      | Common Stock | 27,455                     | \$ 23.72  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Johnson Terence<br>LEGG MASON, INC.<br>100 INTERNATIONAL DRIVE<br>BALTIMORE, MD 21202 | Â             | Â         | Â Head, Global Distribution | Â     |

## Signatures

/s/ Elisabeth F. Craig, Attorney-in-fact for Terence A. Johnson 04/11/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Employee stock options vests serially over five years and commenced on July 23, 2007.
- (2) Employee stock options vests serially over five years and commenced on July 23, 2008.
- (3) Employee stock options vests serially over five years and commenced on July 23, 2009.
- (4) Employee stock options vests serially over five years and commenced on July 23, 2010.
- (5) Employee stock options vests serially over five years and commenced on May 31, 2011.
- (6) Employee stock options vests serially over four years and commenced on May 31, 2012.
- (7) Employee stock options vests serially over four years commencing on May 31, 2013.

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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