

Johnson Terence
Form 3
April 11, 2013

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (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)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (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 LEGG MASON, INC. 100 INTERNATIONAL DRIVE 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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