

Murphy Jennifer  
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 and Ticker or Trading Symbol	
Murphy Jennifer		(Month/Day/Year)	LEGG MASON, INC. [LM]	
(Last)	(First)	(Middle)	04/01/2013	
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	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Chief Administrative Officer	<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	14,454.06 <sup>(1)</sup>	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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	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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## Edgar Filing: Murphy Jennifer - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Options (Right to buy)	Â (2)	07/22/2016	Common Stock	2,858	\$ 33.97	D	Â
Stock Options (Right to buy)	Â (3)	07/22/2017	Common Stock	3,500	\$ 27.45	D	Â
Stock Options (Right to buy)	Â (4)	05/18/2018	Common Stock	2,493	\$ 33.25	D	Â
Stock Options (Right to buy)	Â (5)	05/17/2019	Common Stock	1,828	\$ 33.99	D	Â
Stock Options (Right to buy)	Â (6)	05/17/2020	Common Stock	2,534	\$ 23.72	D	Â
Phantom Stock	Â (7)	Â (7)	Common Stock	21,852.15	\$ (7)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Jennifer LEGG MASON, INC. 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	Â	Â	Â Chief Administrative Officer	Â

## Signatures

/s/ Elisabeth F. Craig, Attorney-in-fact for Jennifer Murphy

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) Includes the acquisition of .06 shares of Legg Mason, Inc. Common Stock pursuant to the Legg Mason, Inc. Employee Stock Purchase Plan.
- (2) Employee stock options vests serially over five years and commenced on July 23, 2009.
- (3) Employee stock options vests serially over five years and commenced on July 23, 2010.
- (4) Employee stock options vests serially over five years and commenced on May 31, 2011.
- (5) Employee stock options vests serially over four years and commenced on May 31, 2012.
- (6) Employee stock options vests serially over four years commencing on May 31, 2013.
- (7) Each share of Phantom Stock is the economic equivalent of one share of LM Common Stock. The shares of Phantom Stock will be settled in shares of LM Common Stock upon termination of the reporting person's employment with LM.

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.