

Merchant Thomas C
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 *

Merchant Thomas C
(Last) (First) (Middle)

LEGG MASON, INC., 100
INTERNATIONAL DRIVE

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
04/01/2013

3. Issuer Name and Ticker or Trading Symbol
LEGG MASON, INC. [LM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
General Counsel

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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

42,635.6 ⁽¹⁾

D

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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 (2)	07/19/2013	Common Stock	5,000	\$ 104	D	Â
Stock Options (Right to buy)	Â (3)	07/22/2013	Common Stock	3,000	\$ 122.91	D	Â
Stock Options (Right to buy)	Â (4)	07/22/2014	Common Stock	5,000	\$ 95.66	D	Â
Stock Options (Right to buy)	Â (5)	07/22/2015	Common Stock	5,000	\$ 100.77	D	Â
Stock Options (Right to buy)	Â (6)	07/22/2016	Common Stock	6,000	\$ 33.97	D	Â
Stock Options (Right to buy)	Â (7)	07/22/2017	Common Stock	7,500	\$ 27.45	D	Â
Stock Options (Right to buy)	Â (8)	05/18/2018	Common Stock	2,801	\$ 33.25	D	Â
Stock Options (Right to buy)	Â (9)	05/17/2019	Common Stock	5,712	\$ 33.99	D	Â
Stock Options (Right to buy)	Â (10)	05/17/2020	Common Stock	7,392	\$ 23.72	D	Â
Phantom Stock	Â (11)	Â (11)	Common Stock	1,287.82	\$ (11)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Merchant Thomas C LEGG MASON, INC. 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	Â	Â	Â General Counsel	Â

Signatures

/s/ Elisabeth F. Craig, Attorney-in-fact for Thomas C.
Merchant

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 569.60 shares of Legg Mason, Inc. Common Stock pursuant to the Legg Mason, Inc. Employee Stock Purchase Plan.
- (2) Employee stock options vests serially over four years and commenced on July 19, 2006.

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- (3) Employee stock options vests serially over five years and commenced on July 23, 2006.
- (4) Employee stock options vests serially over five years and commenced on July 23, 2007.
- (5) Employee stock options vests serially over five years and commenced on July 23, 2008.
- (6) Employee stock options vests serially over five years and commenced on July 23, 2009.
- (7) Employee stock options vests serially over five years and commenced on July 23, 2010.
- (8) Employee stock options vests serially over five years and commenced on May 31, 2011.
- (9) Employee stock options vests serially over four years and commenced on May 31, 2012.
- (10) Employee stock options vests serially over four years commencing on May 31, 2013.
- (11) 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.

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