Edgar Filing: LEGG MASON, INC. - Form 4

| Form 4 July 16, 2013 FORM Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct | Ily 16, 2013 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | |
|---|---|------|----------------------|--|---|--|-------------------|--|
| 1(b). | , | | | | | | | |
| (Print or Type R | esponses) | | | | | | | |
| SULLIVAN JOSEPH A Syn | | | mbol | Name and Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (M | | | Earliest Transaction | (Check all applicable) | | | |
| | ON, INC., 100 IONAL DRIVE | | /10nth/Da 7/12/20 | - | Director 10% Owner X Officer (give title Other (specify below) below) President and CEO | | | |
| | | | | ndment, Date Original th/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| BALTIMORE, MD 21202 — Form filed by More than One Reporting Person | | | | | | | eporting | |
| (City) | (State) (| Zip) | Table | e I - Non-Derivative Securities Ac | quired, Disposed o | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Date, if | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Common Stock | | | | | 399,463.27 <u>(1)</u> | D | | |
| Common Stock | | | | | 3,899.91 | I | By 401(K) Plan | |
| Common Stock | | | | | 1,460 | Ι | By Child | |

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

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number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transacti Code (Instr. 8) | Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price Derivati Security (Instr. 5 |
|---|---|---|---------------------------------------|------------|--|--------------------|---|--|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Units <u>(2)</u> | <u>(3)</u> | 07/12/2013 | А | 8.47 | (2) | (2) | Common Stock | 8.47 | \$ 30.2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|-------------------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| SULLIVAN JOSEPH A LEGG MASON, INC. 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202 | | | President and CEO | | |
| Signatures | | | | | |
| /s/ Elisabeth F. Craig, Attorney-ir | n-fact for . | Joseph A. | | | |

/s/ Elisabeth F. Craig, Attorney-in-fact for Joseph A. Sullivan

<u>**</u>Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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 69.74 shares of Legg Mason, Inc. Common Stock pursuant to the Legg Mason, Inc. Employee Stock Purchase Plan from June 14, 2013 to July 9, 2013 at prices ranging from \$28.88 to \$31.28.

07/16/2013

Date

(2) Phantom Stock Units acquired pursuant to and under the conditions of the Legg Mason & Co., LLC Deferred Compensation/Phantom Stock Plan, as amended. See Exhibit 10.4 of the Form 10-K for the fiscal year ended March 31, 2009.

(**3**) 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.