

Trian Partners Strategic Investment Fund, L.P.

Form 3

August 10, 2015

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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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 \*Â TRIAN FUND  
MANAGEMENT, L.P.

(Last) (First) (Middle)

280 PARK AVENUE,Â 41ST  
FLOOR

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
08/05/20153. Issuer Name **and** Ticker or Trading Symbol  
LEGG MASON, INC. [LM]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ 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, \$.10 par value

11,039,896

I

Please see explanation below <sup>(1)</sup>  
(2) (3)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 Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

Date Exercisable	Expiration Date	Title (Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	^	^ X	^	^
Trian Partners, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	^	^ X	^	^
Trian Partners Master Fund, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	^	^ X	^	^
Trian Partners Parallel Fund I, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	^	^ X	^	^
Trian Partners Master Fund (ERISA), L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	^	^ X	^	^
Trian Partners Strategic Investment Fund, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	^	^ X	^	^
Trian Partners Strategic Investment Fund-A, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	^	^ X	^	^

## Signatures

Trian Fund Management, L.P., By: Trian Fund Management GP, LLC, General Partner, By:  
Peter W. May

08/10/2015

\_\_Signature of Reporting Person

Date

Peter W. May, member of the general partner of Trian Partners, L.P.

08/10/2015

\_\_Signature of Reporting Person

Date

## Edgar Filing: Trian Partners Strategic Investment Fund, L.P. - Form 3

Peter W. May, member of the general partner of Trian Partners Master Fund, L.P.	08/10/2015
__Signature of Reporting Person	Date
Peter W. May, member of the general partner of Trian Partners Parallel Fund I, L.P.	08/10/2015
__Signature of Reporting Person	Date
Peter W. May, member of the general partner of Trian Partners Master Fund (ERISA), L.P.	08/10/2015
__Signature of Reporting Person	Date
Peter W. May, member of the general partner of Trian Partners Strategic Investment Fund, L.P.	08/10/2015
__Signature of Reporting Person	Date
Peter W. May, member of the general partner of Trian Partners Strategic Investment Fund-A, L.P.	08/10/2015
__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) Trian Fund Management GP, LLC is the general partner of Trian Fund Management, L.P., which serves as the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore"), Trian Partners Parallel Fund I, L.P. ("Parallel Fund I"), Trian Partners Master Fund (ERISA), L.P. ("Trian ERISA Fund"), Trian Partners Strategic Investment Fund, L.P. ("Strategic Fund" ) and Trian Partners Strategic Investment Fund-A, L.P. ("Strategic Fund-A").
- (2) (FN 1, contd.) Trian Partners General Partner, LLC is the general partner of Trian Partners GP, L.P., which is the general partner of Trian Onshore and Trian Offshore. Trian Partners Parallel Fund I General Partner, LLC is the general partner of Parallel Fund I. Trian Partners (ERISA) General Partner, LLC is the general partner of Trian Partners (ERISA) GP, L.P., which is the general partner of Trian ERISA Fund. Trian Partners Strategic Investment Fund General Partner, LLC is the general partner of Trian Partners Strategic Investment Fund GP, L.P., which is the general partner of Strategic Fund and Trian Partners Strategic Investment Fund-A General Partner, LLC is the general partner of Trian Partners Strategic Investment Fund-A GP, L.P., which is the general partner of Strategic Fund-A.
- (3) (FN 2, contd.) Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

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### Remarks:

EachÂ ofÂ TrianÂ FundÂ ManagementÂ GP,Â LLC,Â TrianÂ PartnersÂ GeneralÂ Partner,Â LLC,Â TrianÂ PartnersÂ (ERISA)Â GeneralÂ Partner,Â LLCÂ andÂ TrianÂ PartnersÂ StrategicÂ InvestmentÂ Fund-AÂ GeneralÂ Partner,Â LLCÂ (collectivelyÂ theÂ "jointÂ filersÂ ofÂ aÂ report,Â theÂ GPÂ EntitiesÂ haveÂ filedÂ aÂ separateÂ FormÂ 3Â thatÂ relatesÂ toÂ theÂ sameÂ securities"Â thatÂ isÂ signatoryÂ toÂ thisÂ FormÂ 3.

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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