Edgar Filing: LEGG MASON, INC. - Form 4

LEGG MASC	DN, INC.								
Form 4									
October 29, 2	012								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								PPROVAL	
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287		
Check this if no longe							Expires:	January 31,	
subject to	STATEM	ENT OF CH		GES IN BENEFICIAL OWNERSHIP OF			Estimated a	2005 average	
Section 16		SECURITIES					burden hours per		
Form 4 or Form 5			1(() 6.1	а ···	F 1	A (51024	response	0.5	
obligation	- -					ge Act of 1934,			
may contin	nue. Section 17(a		Investment	•	. .	of 1935 or Sectio	n		
See Instruc	ction	50(II) 01 uik	mvesunem	Company	Y ACI 01 19	40			
1(b).									
(Print or Type R	esponses)								
						Reporting Person(s) to			
KOERNER JOHN E III Symbol				Issuer					
			G MASON,	INC. [LN	/[]	(Check all applicable)			
(Last)	(First) (M	irst) (Middle) 3. Date of Earliest Transaction				(chie	en un apprivaer	-)	
			(Month/Day/Year)			XDirector10% Owner			
LEGG MASON, INC, 100 INTERNATIONAL DRIVE			10/26/2012			Officer (give title Other (specify below) below)			
INTERNATI									
			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Month/Day/Yea	r)		Applicable Line) _X_ Form filed by One Reporting Person			
	E, MD 21202						More than One Re		
DALIIMUK	E, MID 21202					Person			
(City)	(State) (Zip)]	able I - Non-I	Derivative S	Securities Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date		ionAcquired		Securities	Form: Direct	Indirect	
(Instr. 3)		any (Month/Day/Y	Code ear) (Instr. 8)	Disposed (Instr. 3,		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(Wondi/Day/1)	(insu. 6)	(111501.5,	4 and 5)	Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
					or	Transaction(s) (Instr. 3 and 4)			
~			Code V	/ Amount	(D) Price	(msu. 5 anu 4)			
Common						21,491	D		
Stock									

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units <u>(1)</u>	(2)	10/26/2012		А	80.37	<u>(1)</u>	<u>(1)</u>	Common Stock	80.37	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
I B B B B B B B B B B B B B B B B B B B	Director	10% Owner	Officer	Other		
KOERNER JOHN E III LEGG MASON, INC 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	Х					
Signatures						
/s/ Elisabeth F. Craig, Attorney-in-fact for John E. Koerner III						

**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).
- Restricted Stock Units acquired pursuant to and under the conditions of the Legg Mason, Inc. Non-Employee Director Equity plan, as (1)amended. See Exhibit 10.2 of the Legg Mason, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2008.
- (2) 1-for-1

Remarks:

See attached "footnotes" page

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.

Date