Edgar Filing: LEGG MASON, INC. - Form 4

LEGG MASON Form 4 June 12, 2013	N, INC.							
FORM	4 UNITED ST	UNITED STATES SECURITIES AND EXCHANGE COMMISSION						
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).	Filed pursua Section 17(a) o	Washington, D.C. 20549 STATEMENT OF CHANGES IN 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 20(b) of the Investment Company Act of 1940						
(Print or Type Res	sponses)							
SULLIVAN JOSEPH A Symbo			Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mide	,	Earliest Transaction	(Check all applicable)				
LEGG MASO INTERNATIC			(Month/Day/Year) 06/11/2013		Director 10% Owner X Officer (give title Other (specify below) below) President and CEO			
	(Street)	4. If Amendment, Date Original Filed(Month/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								
(City)	(State) (Zip	⁽⁾⁾ Table	I - Non-Derivative Securities Ac	quired, Disposed o	f, or Beneficial	lly Owned		
Security ((Instr. 3)	a	Execution 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock				399,393.53 <u>(1)</u>	D			
Common Stock				3,899.91 <u>(2)</u>	I	By 401(K) Plan		
Common Stock				1,460	I	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number o onDerivative Securities Acquired (A Disposed of (Instr. 3, 4, a 5)) or (D)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (3)	<u>(4)</u>	06/11/2013		А	1,971.69		(3)	(3)	Common Stock	1,971.69

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-in-fact for Joseph A. Sullivan

**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 64.61 shares of Legg Mason, Inc. Common Stock pursuant to the Legg Mason, Inc. Employee Stock Purchase Plan on May 31, 2013.

06/12/2013

Date

- (2) Includes 123.93 units acquired under the Legg Mason Profit Sharing and 401(K) Plan and Trust. Units represent ownership interest in Legg Mason's Stock Fund.
- (3) 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.

(**4**) 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.