Edgar Filing: LEGG MASON INC - Form 4

LEGG MASC Form 4	ON INC									
January 09, 2	.008									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								APPROVAL 3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT 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 30(h) of the Investment Company Act of 1940							Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5			
(Print or Type R	lesponses)									
UKROP JAMES E Sym			• Name and Tic MASON INC		ading	5. Relationship of Reporting Person(s) to Issuer				
(Last) 111 VIRGIN	(First) (M	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2008				(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Other (specify below)			
Filed(Mor			endment, Date Original onth/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 				
RICHMONI	D, VA 23219					Person				
(City)	(State) (Z	Zip) Table	e I - Non-Deri	vative See	curities Aco	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		TransactionA Code D	Disposed o Instr. 3, 4	A) or f (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock			Code V A		or (D) Price	Transaction(s) (Instr. 3 and 4) 113,464	D			

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

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 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. Transact Code (Instr. 8)	ionof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)				8. Pric Deriva Securi (Instr.
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(2)</u>	01/07/2008		А	4.1	5	(1)	(1)	Common Stock	4.15	\$ 71

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	Director 10% Owner		Other				
UKROP JAMES E 111 VIRGINIA STREET RICHMOND, VA 23219	Х							
Signatures								
/s/ Erin L. Clark, Attorney-in-fact for James E.								
Ukrop			01	/09/2008				
<u>**</u> Signature of Reporting			Date					

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) Restricted Stock Units acquired pursuant to and under the conditions of the Legg Mason, Inc. Non-Employee Director Equity Plan, as amended. See Appendix C to the definitive proxy statement for Legg Mason, Inc.'s 2007 Annual Meeting of Stockholders.
- (2) 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.