

LEGG MASON INC  
Form S-8 POS  
January 22, 2009

As filed with the Securities and Exchange Commission on January 22, 2009  
Registration No. 333-53102

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

LEGG MASON, INC.

(Exact Name of Registrant as Specified in its Charter)

Maryland

52-1200960

(State or Other Jurisdiction  
of Incorporation or Organization)

(IRS Employer  
Identification No.)

100 Light Street  
Baltimore, Maryland 21202

(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code:

(410) 539-0000

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Legg Mason Wood Walker, Incorporated  
Professional Branch Manager Phantom Stock Agreements

(Full title of the plan)

Thomas P. Lemke  
Senior Vice President and General Counsel  
Legg Mason, Inc.  
100 Light Street  
Baltimore, Maryland 21202  
410-539-0000

(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

Copy to:  
James S. Scott Sr., Esq.  
Shearman & Sterling LLP  
599 Lexington Avenue  
New York, New York 10022  
212-848-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

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Accelerated filer "

Non-accelerated filer "

Smaller reporting company "

**DEREGISTRATION OF SECURITIES**

On January 2, 2001, Legg Mason, Inc. (the "Registrant") filed a registration statement on Form S-8, File No. 333-53102 (the "Registration Statement"), with the Securities and Exchange Commission which registered 100,000 shares of the Registrant's common stock, \$.10 par value ("Common Stock"), reserved for issuance under the Legg Mason Wood Walker, Incorporated Professional Branch Manager Phantom Stock Agreements (the "Plan").

This Post-Effective Amendment No. 1 is being filed to deregister all authorized shares of Common Stock reserved for issuance under the Plan that have not yet been issued under the Registration Statement.

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Accordingly, the Registrant hereby deregisters the Common Stock that has not been and will not be issued under the Plan. Upon effectiveness hereof, no shares of Common Stock remain registered under the Registration Statement for issuance under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized.

LEGG MASON, INC.  
(Registrant)

Date: January 22, 2009

By:

/s/ Mark R. Fetting  
Mark R. Fetting  
Chairman, President and Chief  
Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

Signature

Title

Date

/s/ Mark R. Fetting

\_\_\_\_\_  
Mark R. Fetting

Chairman, President and  
Chief Executive Officer

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(Principal Executive Officer)

January 22, 2009

/s/ Charles J. Daley, Jr.  
Charles J. Daley, Jr.

Chief Financial Officer, Senior  
Vice President and Treasurer  
(Principal Financial and  
Accounting Officer)

January 22, 2009

/s/ Harold L. Adams  
Harold L. Adams

Director

January 22, 2009

/s/ Robert E. Angelica  
Robert E. Angelica

Director

January 22, 2009

/s/ Dennis R. Beresford  
Dennis R. Beresford

Director

January 22, 2009

/s/ John E. Koerner III  
John E. Koerner III

Director

January 22, 2009

/s/ Cheryl Gordon Krongard  
Cheryl Gordon Krongard

Director

January 22, 2009

/s/ Scott C. Nuttall  
Scott C. Nuttall

Director

January 22, 2009

/s/ W. Allen Reed  
W. Allen Reed

Director

January 22, 2009

/s/ Margaret Milner Richardson  
Margaret Milner Richardson

Director

January 22, 2009

/s/ Nicholas J. St. George  
Nicholas J. St. George

Director

January 22, 2009

/s/ Roger W. Schipke  
Roger W. Schipke

Director

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January 22, 2009

/s/ Kurt L. Schmoke  
Kurt L. Schmoke

Director

January 22, 2009

/s/ James E. Ukrop  
James E. Ukrop

Director

January 22, 2009

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