

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

As filed with the Securities and Exchange Commission on January 22, 2009
Registration No. 333-59841

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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The Legg Mason Wood Walker, Incorporated
Key Employee Phantom Stock Agreements

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

(Full title of the plans)

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

b

Accelerated filer "

Non-accelerated filer "

Smaller reporting company "

DEREGISTRATION OF SECURITIES

On July 24, 1998, Legg Mason, Inc. (the "Registrant") filed a registration statement on Form S-8, File No. 333-59841 (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 Key Employee Phantom Stock Agreements and The Legg Mason Wood Walker, Incorporated Professional Branch Manager Phantom Stock Agreements (the "Plans").

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

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

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
(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

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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

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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