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LEGG MASON, INC.
Form 13F-HR
November 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2012

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Legg Mason, Inc.
Address: 100 International Drive
Baltimore, MD 21202

13F File Number: 28-1700

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Thomas Lemke
Title: General Counsel
Phone: 410-454-4475

Signature, Place, and Date of Signing:

Thomas Lemke Baltimore, MD November 14, 2012

Report Type (Check only one.):

[] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[X] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

| Form 13F File Number | Name |
|----------------------|--|
| 28-2204 | Brandywine Global Investment Management, LLC |
| 28-1701 | Legg Mason Capital Management, Inc. |
| 28-6397 | Legg Mason Investment Counsel & Trust Co, NA |
| 28-6399 | LMM, LLC |
| 28-10245 | Western Asset Management Company |
| 28-6251 | Legg Mason International Equities |
| 28-11345 | Legg Mason Investment Counsel, LLC |

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|----------|---|
| 28-11611 | ClearBridge Advisors, LLC |
| 28-11198 | Legg Mason Asset Management (Japan) Co. Ltd |
| 28-13247 | Global Currents Investment Management, LLC |
| 28-3428 | Private Capital Management, L.P. |
| 28-3780 | Royce & Associates, LLC |
| 28-0377 | Batterymarch Financial Management, Inc. |

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 3

Form13F Information Table Entry Total: 78

Form13F Information Table Value Total: \$207,198 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

| No. | 13F File Number | Name |
|-----|-----------------|---|
| 1 | 28- | Miscellaneous |
| 2 | 28-14027 | Permal Asset Management Inc. |
| 3 | 28-14026 | Permal Investment Management Services Limited |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | OTH MANA |
|----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|-------------|
| ACCENTURE PLC IRELAND | SHS CLASS A | G1151C101 | 1121 | 16000 | SH | | DEFINED | 1 |
| ANADARKO PETE CORP | COM | 032511107 | 378 | 5400 | SH | | DEFINED | 1 |
| APACHE CORP | COM | 037411105 | 372 | 4300 | SH | | DEFINED | 1 |
| ARCH CAP GROUP LTD | ORD | G0450A105 | 925 | 22200 | SH | | DEFINED | 1 |
| BLOCK H & R INC | COM | 093671105 | 477 | 27500 | SH | | DEFINED | 1 |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 839 | 14700 | SH | | DEFINED | 1 |
| CHESAPEAKE GRANITE WASH TR | COM SH BEN INT | 165185109 | 719 | 35501 | SH | | DEFINED | 2 |
| CHEVRON CORP NEW | COM | 166764100 | 910 | 7800 | SH | | DEFINED | 1 |
| CHIMERA INVT CORP | COM | 16934Q109 | 1023 | 377212 | SH | | DEFINED | 2,3 |
| CHIMERA INVT CORP | COM | 16934Q109 | 2020 | 745371 | SH | | DEFINED | 2 |
| CHINA FD INC | COM | 169373107 | 2970 | 133241 | SH | | DEFINED | 2,3 |
| CINTAS CORP | COM | 172908105 | 485 | 11700 | SH | | DEFINED | 1 |
| COLONY FINL INC | COM | 19624R106 | 679 | 34849 | SH | | DEFINED | 2,3 |
| COLONY FINL INC | COM | 19624R106 | 1301 | 66755 | SH | | DEFINED | 2 |
| CONOCOPHILLIPS | COM | 20825C104 | 675 | 11800 | SH | | DEFINED | 1 |
| CREXUS INVT CORP | COM | 226553105 | 689 | 63725 | SH | | DEFINED | 2,3 |
| CREXUS INVT CORP | COM | 226553105 | 1249 | 115535 | SH | | DEFINED | 2 |
| CSX CORP | COM | 126408103 | 563 | 27100 | SH | | DEFINED | 1 |
| CVS CAREMARK CORPORATION | COM | 126650100 | 1095 | 22600 | SH | | DEFINED | 1 |

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|------------------------------|------------------|-----------|-------|--------|----|---------|------|
| DANA HLDG CORP | COM | 235825205 | 345 | 28000 | SH | DEFINED | 1 |
| ECA MARCELLUS TR I | COM UNIT | 26827L109 | 750 | 38634 | SH | DEFINED | 2 |
| EMCOR GROUP INC | COM | 29084Q100 | 434 | 15200 | SH | DEFINED | 1 |
| ETFS PLATINUM TR | SH BEN INT | 26922V101 | 2164 | 14228 | SH | DEFINED | 2 |
| EXELON CORP | COM | 30161N101 | 413 | 11600 | SH | DEFINED | 1 |
| FLUOR CORP NEW | COM | 343412102 | 828 | 14700 | SH | DEFINED | 1 |
| GOOGLE INC | CL A | 38259P508 | 1132 | 1500 | SH | DEFINED | 1 |
| HCC INS HLDGS INC | COM | 404132102 | 475 | 14000 | SH | DEFINED | 1 |
| HEWLETT PACKARD CO | COM | 428236103 | 282 | 16500 | SH | DEFINED | 1 |
| INVESCO MORTGAGE CAPITAL INC | COM | 46131B100 | 2065 | 102557 | SH | DEFINED | 2 |
| INVESCO MORTGAGE CAPITAL INC | COM | 46131B100 | 739 | 36734 | SH | DEFINED | 2, 3 |
| ISHARES INC | MSCI JAPAN | 464286848 | 2036 | 222026 | SH | DEFINED | 2 |
| ISHARES INC | MSCI EMU INDEX | 464286608 | 3990 | 132763 | SH | DEFINED | 2 |
| ISHARES INC | MSCI S KOREA | 464286772 | 5474 | 92580 | SH | DEFINED | 2, 3 |
| ISHARES TR | RUSSELL 2000 | 464287655 | 2144 | 25687 | SH | DEFINED | 1 |
| ISHARES TR | BARCLYS TIPS BD | 464287176 | 3511 | 28834 | SH | DEFINED | 1 |
| ISHARES TR | FTSE CHINA25 IDX | 464287184 | 7929 | 229150 | SH | DEFINED | 2, 3 |
| ISHARES TR | S&P 500 INDEX | 464287200 | 19881 | 137674 | SH | DEFINED | 1 |
| ISHARES TR | BARCLYS 20+ YR | 464287432 | 4405 | 35455 | SH | DEFINED | 1 |
| ISHARES TR | MSCI EAFE INDEX | 464287465 | 12253 | 231175 | SH | DEFINED | 1 |
| ISHARES TR | RUSSELL1000VAL | 464287598 | 4812 | 66658 | SH | DEFINED | 1 |
| ISHARES TR | RUSSELL1000GRW | 464287614 | 2549 | 38208 | SH | DEFINED | 1 |
| ISHARES TR | S&P CITINT TBD | 464288117 | 1334 | 12970 | SH | DEFINED | 1 |
| ISHARES TR | BARCLYS INTER CR | 464288638 | 1333 | 11958 | SH | DEFINED | 1 |
| ISHARES TR | DJ HOME CONSTN | 464288752 | 2461 | 127135 | SH | DEFINED | 2 |
| ISHARES TR | RUSSELL 1000 | 464287622 | 1576 | 19818 | SH | DEFINED | 1 |
| LILLY ELI & CO | COM | 532457108 | 441 | 9300 | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR | GOLD MINER ETF | 57060U100 | 2088 | 38880 | SH | DEFINED | 2 |
| MARKET VECTORS ETF TR | JR GOLD MINERS E | 57060U589 | 2092 | 84599 | SH | DEFINED | 2 |
| MFA FINANCIAL INC | COM | 55272X102 | 2068 | 243244 | SH | DEFINED | 2 |
| MFA FINANCIAL INC | COM | 55272X102 | 792 | 93151 | SH | DEFINED | 2, 3 |
| MORGAN STANLEY ASIA PAC FD I | COM | 61744U106 | 4067 | 291137 | SH | DEFINED | 2, 3 |
| MORGAN STANLEY CHINA A SH FD | COM | 617468103 | 11483 | 614729 | SH | DEFINED | 2, 3 |
| NEWS CORP | CL B | 65248E203 | 1240 | 50000 | SH | DEFINED | 1 |
| NORTHSTAR RLTY FIN CORP | COM | 66704R100 | 645 | 101433 | SH | DEFINED | 2, 3 |
| NORTHSTAR RLTY FIN CORP | COM | 66704R100 | 1285 | 201919 | SH | DEFINED | 2 |
| NUANCE COMMUNICATIONS INC | COM | 67020Y100 | 638 | 25600 | SH | DEFINED | 1 |
| OMNIVISION TECHNOLOGIES INC | COM | 682128103 | 552 | 39500 | SH | DEFINED | 1 |
| PEPSICO INC | COM | 713448108 | 1621 | 22900 | SH | DEFINED | 1 |
| PHILIP MORRIS INTL INC | COM | 718172109 | 783 | 8700 | SH | DEFINED | 1 |
| PHILLIPS 66 | COM | 718546104 | 274 | 5900 | SH | DEFINED | 1 |
| SANDRIDGE MISSISSIPPIAN TR I | UNIT BEN INT | 80007T101 | 679 | 27567 | SH | DEFINED | 2 |
| SELECT SECTOR SPDR TR | SBI INT-ENERGY | 81369Y506 | 2578 | 35097 | SH | DEFINED | 2 |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 2210 | 12852 | SH | DEFINED | 2 |
| SPDR SERIES TRUST | BRCLYS YLD ETF | 78464A417 | 3439 | 85506 | SH | DEFINED | 1 |
| SPDR SERIES TRUST | S&P REGL BKG | 78464A698 | 2547 | 88917 | SH | DEFINED | 2 |
| SPDR SERIES TRUST | S&P PHARMAC | 78464A722 | 2585 | 43235 | SH | DEFINED | 2 |
| STARWOOD PPTY TR INC | COM | 85571B105 | 1240 | 53262 | SH | DEFINED | 2 |
| STARWOOD PPTY TR INC | COM | 85571B105 | 663 | 28494 | SH | DEFINED | 2, 3 |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 898 | 16200 | SH | DEFINED | 1 |
| VANGUARD BD INDEX FD INC | TOTAL BND MRKT | 921937835 | 16360 | 192120 | SH | DEFINED | 1 |
| VANGUARD INDEX FDS | REIT ETF | 922908553 | 18278 | 281326 | SH | DEFINED | 1 |
| VANGUARD INDEX FDS | SMALL CP ETF | 922908751 | 2482 | 30967 | SH | DEFINED | 1 |
| VANGUARD INDEX FDS | TOTAL STK MKT | 922908769 | 5032 | 68318 | SH | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | MSCI EMR MKT ETF | 922042858 | 518 | 12399 | SH | DEFINED | 1 |
| VANGUARD SPECIALIZED PORTFOL | DIV APP ETF | 921908844 | 8259 | 138375 | SH | DEFINED | 2 |
| VULCAN MATLS CO | COM | 929160109 | 507 | 10700 | SH | DEFINED | 1 |
| WILLIS GROUP HOLDINGS PUBLIC | SHS | G96666105 | 610 | 16500 | SH | DEFINED | 1 |
| WISDOMTREE TRUST | CHINESE YUAN ETF | 97717W182 | 4439 | 174910 | SH | DEFINED | 2, 3 |