

LEGG MASON INC
Form 4
July 21, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MASON RAYMOND A

(Last) (First) (Middle)

LEGG MASON INC, 100 LIGHT ST

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LEGG MASON INC [LM]

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 | | | | (A) or (D) | 2,288,715 | D | |
| Common Stock | | | | (A) or (D) | 18,075 | I | By Wife ⁽¹⁾ |
| Common Stock | | | | (A) or (D) | 1,800 | I | By Children ⁽¹⁾ |
| Common Stock | | | | (A) or (D) | 1,200 | I | By Trusts for Children ⁽¹⁾ |
| | | | | (A) or (D) | 150 | I | ⁽²⁾ |

Common
Stock

By Child
(1) (3)

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|---|--|--------------------------------------|--|--------------------------------|--|-----|--|---|----------------------------|--------------|---------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Title | Amount or Number of Shares | | |
| Stock Options (Right to buy) ⁽⁴⁾ | \$ 111.53 | 07/19/2005 | | A | V | (A) | (D) | (⁴) | 07/19/2013 | Common Stock | 500,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MASON RAYMOND A LEGG MASON INC 100 LIGHT ST BALTIMORE, MD 21202 | X | | Chairman, President & CEO | |

Signatures

/s/ Thomas C. Merchant, Attorney-in-fact for Raymond A. Mason

07/21/2005

 **Signature of Reporting Person

 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) The reporting person disclaims beneficial ownership of all securities held, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (2) The reporting person is trustee.
- (3) The reporting person's wife is custodian.

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- (4) Stock options vest ratably over four years starting on the effective grant date, July 19, 2005, subject to Mr. Mason's continuing as Legg Mason, Inc.'s Chairman and Chief Executive Officer for at least two years, and continuing to provide agreed-upon ongoing services to the company two years thereafter. The stock options are only exercisable if, within four years after the grant date, Legg Mason, Inc. Common Stock has closed at or above \$127.50 per share for 30 consecutive trading days.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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