

LEGG MASON, INC.  
Form DEFA14A  
June 16, 2011

OMB APPROVAL

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**LEGG MASON, INC.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting of**

**To Be Held On:**

**July 26, 2011 at 10:00 a.m.**

**100 International Drive, 4th Floor, Conference Center, Baltimore, Maryland 21202**

**COMPANY NUMBER**

**ACCOUNT NUMBER**

**CONTROL NUMBER**

You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

**HOW TO VIEW PROXY MATERIALS ONLINE:** Have the information that is printed in the boxes above and visit <http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=25493>, where the following materials are available for view:

Notice of Annual Meeting of Stockholders  
Proxy Statement  
Form of Online Proxy Card  
Annual Report  
Directions to the Legg Mason Global Headquarters

**HOW TO REQUEST AND RECEIVE A PAPER OR E-MAIL COPY OF PROXY MATERIALS:**

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before July 12, 2011. Please choose one of the following methods

to make your request:  
**TELEPHONE:** 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)  
**E-MAIL:** [info@amstock.com](mailto:info@amstock.com)  
**WEBSITE:** [http://www.amstock.com/proxyservices/](http://www.amstock.com/proxyservices/requestmaterials.asp)

[requestmaterials.asp](http://www.amstock.com/proxyservices/requestmaterials.asp)

**HOW TO VOTE:**

**ONLINE:** To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions. Have the information that is printed in the boxes above available and follow the instructions. You may enter your voting instructions at

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[www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

**IN PERSON:** You may vote your shares in person by attending the Annual Meeting.

**TELEPHONE:** To vote by telephone, please visit

<https://secure.amstock.com/voteproxy/login2.asp> to view the materials

and to obtain the toll free number to call.

**MAIL:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form, as is described above.

**VOTING ITEMS**

**The Board recommends a vote FOR all nominees.**

1. Election of five Directors for the three-year term ending in 2014

**NOMINEES:**

Harold L. Adams

John T. Cahill

Mark R. Fetting

Margaret Milner Richardson

Kurt L. Schmoke

**Please note that you cannot use this notice to vote by mail.**

**The Board recommends a vote FOR the following proposals.**

2. Amendment and re-approval of the Legg Mason, Inc. 1996 Equity Incentive Plan;

3. Amendment of the Legg Mason, Inc. Articles of Incorporation to provide for the annual election of directors;

4. An advisory vote on the compensation of the Company's named executive officers;

**The Board recommends you vote ONE-YEAR on the following proposal.**

5. An advisory vote on frequency of advisory votes on the compensation of the Company's named executive officers;

**The Board recommends a vote FOR the following proposal.**

6. Ratification of the appointment of PriceWaterhouseCoopers LLP as independent registered public accounting firm; and

7. Any other matter that may properly come before the meeting or any adjournment thereof.