

LEGG MASON INC  
Form 4  
October 13, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
SULLIVAN JOSEPH 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)  
09/24/2004

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)  
Executive Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  | (1) (2) (3)   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 73,465.5915   | D  |                                   |
|                                 |                                      |  |                                |   | (1) (2) (3)   |  |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: LEGG MASON INC - Form 4

| 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S (     |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Options (Right to buy) <sup>(4)</sup> | \$ 20.49 <sup>(5)</sup>                                |                                      |  |                                |   | 07/23/1998   | 07/22/2006  | Common Stock | 14,638 <sup>(5)</sup>      |
| Stock Options (Right to buy) <sup>(4)</sup> | \$ 23.87 <sup>(5)</sup>                                |                                      |  |                                |   | 07/27/1999   | 07/22/2007  | Common Stock | 6,000 <sup>(5)</sup>       |
| Stock Options (Right to buy) <sup>(4)</sup> | \$ 35.27 <sup>(5)</sup>                                |                                      |  |                                |   | 07/25/2000   | 07/22/2008  | Common Stock | 9,000 <sup>(5)</sup>       |
| Stock Options (Right to buy) <sup>(4)</sup> | \$ 32.69 <sup>(5)</sup>                                |                                      |  |                                |   | 07/24/2001   | 07/22/2009  | Common Stock | 13,500 <sup>(5)</sup>      |
| Stock Options (Right to buy) <sup>(4)</sup> | \$ 26.31 <sup>(5)</sup>                                |                                      |  |                                |   | 07/23/2002   | 07/22/2010  | Common Stock | 14,400 <sup>(5)</sup>      |
| Stock Options (Right to buy) <sup>(4)</sup> | \$ 46.39 <sup>(5)</sup>                                |                                      |  |                                |   | 07/22/2003   | 07/22/2011  | Common Stock | 9,000 <sup>(5)</sup>       |
| Stock Options (Right to buy) <sup>(4)</sup> | \$ 52.07 <sup>(5)</sup>                                |                                      |  |                                |   | 07/20/2004   | 07/22/2012  | Common Stock | 4,001 <sup>(5)</sup>       |
| Phantom Stock <sup>(6)</sup>                | <sup>(7)</sup>   |                                      |  |                                |   | <sup>(6)</sup>   | <sup>(6)</sup>  | Common Stock | 15,627.22 <sup>(6)</sup>   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: LEGG MASON INC - Form 4

Director 10% Owner Officer Other

SULLIVAN JOSEPH A  
LEGG MASON INC  
100 LIGHT ST  
BALTIMORE, MD 21202

Executive Vice President

## Signatures

Thomas C. Merchant, Attorney-in-fact for Joseph A.  
Sullivan

10/13/2004

\_\_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) Acquisition of 27.622 shares of common stock pursuant to the Legg Mason, Inc. Employee Stock Purchase Plan on September 13, 2004 at a price of \$82.97.
- (2) On September 24, 2004, the common stock of Legg Mason, Inc. split 3-for-2, resulting in the reporting person's acquisition of 23,374 additional shares.
- (3) On September 24, 2004, the common stock of Legg Mason, Inc. split 3-for-2, resulting in the reporting person's acquisition of 1,114.5305 additional shares in the Legg Mason, Inc. Employee Stock Purchase Plan.
- (4) Employee stock option cumulatively exercisable annually in 20% increments commencing on the exercisable date indicated.
- (5) The number of underlying shares and exercise price have been adjusted to give effect to a 3-for-2 stock split on September 24, 2004.
- (6) On September 24, 2004, the common stock of Legg Mason, Inc. split 3-for-2 resulting in the reporting person's acquisition of 5,209.07 additional Phantom Stock units pursuant to the Legg Mason Wood Walker, Incorporated Deferred Compensation Phantom Stock Plan.
- (7) 1-for-1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.