

UKROP JAMES E
Form 4
October 13, 2004

FORM 4

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

OMB APPROVAL

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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 *
UKROP JAMES E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
111 VIRGINIA STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/24/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

RICHMOND, VA 23219

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

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 131,427 ⁽¹⁾ | D | |

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

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SEC 1474 (9-02)

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

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| 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. Price of Underlying Securities (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) ⁽²⁾ | \$ 7.06 ⁽³⁾ | | | | | 07/27/1995 | 07/26/2005 | Common Stock | 7,998 ⁽³⁾ |
| Stock Options (Right to buy) ⁽²⁾ | \$ 7.23 ⁽³⁾ | | | | | 07/24/1996 | 07/23/2006 | Common Stock | 7,998 ⁽³⁾ |
| Stock Options (Right to buy) ⁽²⁾ | \$ 14.52 ⁽³⁾ | | | | | 07/24/1997 | 07/23/2007 | Common Stock | 7,998 ⁽³⁾ |
| Stock Options (Right to buy) ⁽²⁾ | \$ 20.49 ⁽³⁾ | | | | | 07/23/1998 | 07/22/2008 | Common Stock | 9,000 ⁽³⁾ |
| Stock Options (Right to buy) ⁽²⁾ | \$ 23.87 ⁽³⁾ | | | | | 07/27/1999 | 07/27/2009 | Common Stock | 9,000 ⁽³⁾ |
| Stock Options (Right to buy) ⁽²⁾ | \$ 35.27 ⁽³⁾ | | | | | 07/25/2000 | 07/24/2010 | Common Stock | 9,000 ⁽³⁾ |
| Stock Options (Right to buy) ⁽²⁾ | \$ 32.69 ⁽³⁾ | | | | | 07/24/2001 | 07/23/2011 | Common Stock | 9,000 ⁽³⁾ |
| Stock Options (Right to buy) ⁽²⁾ | \$ 26.31 ⁽³⁾ | | | | | 07/23/2002 | 07/23/2012 | Common Stock | 9,000 ⁽³⁾ |

| | | | | | |
|-----------------|------------|--|------------|------------|----------------------------|
| Stock | | | | | |
| Options | \$ 46.39 | | 07/22/2003 | 07/22/2013 | Common |
| (Right to | <u>(3)</u> | | | | Stock |
| buy) <u>(2)</u> | | | | | <u>9,000</u> <u>(3)</u> |
| Stock | | | | | |
| Options | \$ 52.07 | | 07/20/2004 | 07/22/2012 | Common |
| (Right to | <u>(3)</u> | | | | Stock |
| buy) <u>(2)</u> | | | | | <u>4,500</u> <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UKROP JAMES E 111 VIRGINIA STREET RICHMOND, VA 23219 | X | | | |

Signatures

Thomas C. Merchant, Attorney-in-fact for James E. Ukrop 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) On September 24, 2004, the common stock of Legg Mason, Inc. split 3-for-2, resulting in the reporting person's acquisition of 43,809 additional shares.
- (2) Fully exercisable stock option granted pursuant to the Legg Mason, Inc. Stock Option Plan For Non-Employee Directors.
- (3) 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.

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.