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LEGG MASON INC
Form 424B3
June 24, 2002

FILED PURSUANT TO RULE 424(b)3
FILE NO. 333-68922

PROSPECTUS SUPPLEMENT NO. 11

(TO PROSPECTUS DATED OCTOBER 19, 2001)

\$567,285,000

LEGG MASON, INC.

LIQUID YIELD OPTION-TM- NOTES DUE 2031
(ZERO COUPON--SENIOR)

AND

COMMON STOCK ISSUABLE UPON CONVERSION OF THE LYONS

This document supplements the prospectus dated October 19, 2001 of Legg Mason, Inc. relating to the resale by certain holders of LYONS who are named as selling security holders of up to \$567,285,000 aggregate principal amount at maturity of LYONS and the shares of common stock issuable upon conversion of the LYONS.

You should read this prospectus supplement in conjunction with the prospectus dated October 19, 2001. This prospectus supplement is qualified by reference to the prospectus dated October 19, 2001, except to the extent that the information in this prospectus supplement supersedes the information contained in the October 19, 2001 prospectus.

The table of selling security holders beginning on page 39 of the prospectus is hereby amended to add the entities named below as selling security holders:

NAME AND ADDRESS: -----	PRINCIPAL AMOUNT AT MATURITY OF LYONS BENEFICIALLY OWNED THAT MAY BE SOLD -----	PERCENTAGE OF LYONS OUTSTANDING -----	NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD (1) (4) -----	PERCENT COMMON OUTSTAN -----
Bear Stearns International, Limited... c/o Bear Stearns & Co., Inc. 383 Madison Avenue, 4th Floor New York, NY 10179	\$16,315,000	2.88%	125,727	

After giving effect to the addition of the foregoing selling security holders and the insertion of a new footnote (5) to the following table, the table of selling security holders reads as follows:

SELLING SECURITY HOLDERS

PRINCIPAL AMOUNT

NUMBER OF

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NAME AND ADDRESS: -----	AT MATURITY OF LYONS BENEFICIALLY OWNED THAT MAY BE SOLD (5) -----	PERCENTAGE OF LYONS OUTSTANDING -----	SHARES OF COMMON STOCK THAT MAY BE SOLD (1) (4) -----	PERCENT COMMON OUTSTAN -----
AIG SoundShore Opportunity Holding Fund Ltd. c/o DKR Management Company, Inc. 1281 East Main Street 3rd Floor Stamford, CT 06902	\$ 3,264,000	*	25,153	
AIG SoundShore Strategic Holding Fund Ltd. c/o DKR Management Company, Inc. 1281 East Main Street 3rd Floor Stamford, CT 06902	\$ 1,836,000	*	14,149	
Allstate Insurance Company..... 3075 Sanders Road Suite G6B Northbrook, IL 60062	\$ 2,200,000	*	16,954	
Allstate Life Insurance Company..... 3075 Sanders Road Suite G6B Northbrook, IL 60062	\$ 3,050,000	*	23,504	
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd..... 73 Front Street Hamilton HM 12 Bermuda	\$ 6,800,000	1.20%	52,402	
Argent Classic Convertible Arbitrage Fund L.P. 500 West Putnam Avenue 3rd Floor Greenwich, CT 06830-6086	\$ 5,000,000	*	38,531	
Argent Classic Arbitrage Fund Ltd..... 500 West Putnam Avenue 3rd Floor Greenwich, CT 06830-6086	\$ 5,000,000	*	38,531	
Bear Stearns International, Limited... c/o Bear Stearns & Co., Inc. 383 Madison Avenue, 4th Floor New York, NY 10179	\$ 16,315,000	2.88%	125,727	
Circler (IMA) Limited..... c/o Camden Asset Management LP 2049 Century Park East, Suite 330 Los Angeles, CA 90067	\$ 3,000,000	*	23,119	

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NAME AND ADDRESS: -----	PRINCIPAL AMOUNT AT MATURITY OF LYONS BENEFICIALLY OWNED THAT MAY BE SOLD (5) -----	PERCENTAGE OF LYONS OUTSTANDING -----	NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD (1) (4) -----	PERCENT COMMON OUTSTAN -----
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Continental Assurance Company..... On Behalf of its Separate Account (E) CNA Plaza, 23 South Chicago, IL 60685	\$ 4,700,000	*	36,219
Continental Casualty Company..... CNA Plaza, 23 South Chicago, IL 60685	\$ 28,500,000	5.02%	219,627
Credit Suisse First Boston Corp. London.....	\$ 57,500,000	10.14%	443,107
c/o Credit Suisse First Boston Corporation 11 Madison Avenue 7th Floor New York, NY 10010			
Credit Suisse First Boston Corporation.....	\$ 5,040,000	*	38,839
11 Madison Avenue 7th Floor New York, NY 10010			
D.E. Shaw Investments, L.P..... 120 West 45th St., 39th Floor New York, NY 10036	\$ 6,500,000	1.15%	50,090
D.E. Shaw Valence, L.P..... 120 West 45th St., 39th Floor New York, NY 10036	\$ 26,200,000	4.62%	201,902
Deephaven Domestic Convertible Trading Ltd.	\$ 9,750,000	1.72%	75,135
130 Cheshire Lane Suite 102 Minnetonka, MN 55305			
Deutsche Banc Alex Brown Inc..... 1251 Avenue of the Americas New York, NY 10020	\$ 5,000,000	*	38,531
Dylan (IMA) Ltd..... Lydian Asset Management L.P. 101 East 52nd St. 36th Floor New York, NY 10022	\$ 4,000,000	*	30,825
Global Bermuda Limited Partnership.... 601 Carlson Parkway Suite 200 Minnetonka, MN 55305	\$ 5,500,000	*	42,384
Hamilton Partners Limited..... 415 Madison Avenue, 19th Floor New York, NY 10007	\$ 7,300,000	1.29%	56,255
JP Morgan Securities Inc. 500 Stanton Christiana Road Newark, DE 19713	\$ 10,000,000	1.76%	77,062

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NAME AND ADDRESS:	PRINCIPAL AMOUNT AT MATURITY OF LYONS BENEFICIALLY OWNED THAT MAY BE SOLD (5)	PERCENTAGE OF LYONS OUTSTANDING	NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD (1) (4)	PERCENT COMMON OUTSTAN
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KBC Financial Products.....	\$ 5,000,000	*	38,531
140 East 45th Street			
2 Grand Central Tower			
42nd Floor			
New York, NY 10017			
Lakeshore International Ltd.....	\$ 27,550,000	4.86%	212,306
601 Carlson Parkway			
Suite 200			
Minnetonka, MN 55305			
Lehman Brothers Inc.....	\$ 6,000,000	1.06%	46,237
745 Park Avenue			
New York, NY 10285			
Lincoln National Global Asset			
Allocation Fund, Inc.....	\$ 320,000	*	2,466
c/o Putnam Investment Management,			
LLC			
Investors Way, N-3-L			
Norwood, MA 02062			
Lydian Overseas Partners Master			
Fund.....	\$ 19,300,000	3.40%	148,730
Lydian Asset Management L.P.			
101 East 52nd Street,			
36th Floor			
New York, NY 10022			
Merrill Lynch Pierce Fenner & Smith,			
Inc.....	\$ 4,155,000	*	32,019
101 Hudson Street			
Jersey City, NJ 07302			
Morgan Stanley & Co.	\$ 25,800,000	4.55%	198,820
1585 Broadway			
New York, NY 10036			
Newport Investments, Inc.	\$ 750,000	*	5,780
130 Cheshire Lane			
Suite 102			
Minnetonka, MN 55305			
Putnam Asset Allocation Funds-			
Conservative Portfolio.....	\$ 2,560,000	*	19,728
c/o Putnam Investment Management,			
LLC			
Investors Way, N-3-L			
Norwood, MA 02062			
Putnam Asset Allocation Funds-Balanced			
Portfolio.....	\$ 1,960,000	*	15,104
c/o Putnam Investment Management,			
LLC			
Investors Way, N-3-L			
Norwood, MA 02062			

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NAME AND ADDRESS:	PRINCIPAL AMOUNT AT MATURITY OF LYONS BENEFICIALLY OWNED THAT MAY BE SOLD (5)	PERCENTAGE OF LYONS OUTSTANDING	NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD (1) (4)	PERCENT COMMON OUTSTAN
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Putnam Convertible Income-Growth Trust.....	\$ 18,950,000	3.34%	146,033
c/o Putnam Investment Management, LLC Investors Way, N-3-L Norwood, MA 02062			
Putnam Convertible Opportunities and Income Trust.....	\$ 670,000	*	5,163
c/o Putnam Investment Management, LLC Investors Way, N-3-L Norwood, MA 02062			
Putnam Variable Trust--Putnam VT Global Asset Allocation Fund.....	\$ 670,000	*	5,163
c/o Putnam Investment Management, LLC Investors Way, N-3-L Norwood, MA 02062			
RAM Trading Ltd.	\$ 10,000,000	1.76%	77,062
c/o SAM Investments 650 Warrenville Road Suite 408 Lisle, IL 60532			
RCG Latitude Master Fund.....	\$ 3,500,000	*	26,972
666 Third Ave., 26th Floor New York, NY 10019			
Salomon Smith Barney Inc.	\$ 8,350,000	1.47%	64,347
390 Greenwich St. Convertibles, 3rd Floor New York, NY 10013			
S.A.C. Capital Associates, LLC.....	\$ 16,500,000	2.91%	127,152
c/o S.A.C. Capital Advisors, LLC 777 Long Ridge Road Stamford, CT 06902			
SAM Investments LDC.....	\$ 50,000,000	8.81%	385,310
650 Warrenville Road Suite 408 Lisle, IL 60532			
St. Albans Partners LTD	\$ 6,000,000	1.06%	46,237
c/o Camden Asset Management LP 2049 Century Park East, Suite 330 Los Angeles, CA 90067			
Tribeca Investments, L.L.C.	\$ 83,900,000	14.79%	646,550
399 Park Ave. New York, NY 10043			

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NAME AND ADDRESS: -----	PRINCIPAL AMOUNT AT MATURITY OF LYONS BENEFICIALLY OWNED THAT MAY BE SOLD (5) -----	PERCENTAGE OF LYONS OUTSTANDING -----	NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD (1) (4) -----	PERCENT COMMON OUTSTAN -----
UBS AG London Branch..... 100 Liverpool Street	\$ 58,765,000	10.36%	452,855	

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London EC2M 2RH United Kingdom				
Worldwide Transactions Ltd.	\$ 735,000	*		5,664
48 Par La Ville Rd. Suite 778 Hamilton, HMII Bermuda				
Yield Strategies II Fund, L.P.....	\$ 6,000,000	1.06%		46,237
c/o Camden Asset Management LP 2049 Century Park East, Suite 330 Los Angeles, CA 90067				
Any other holder of LYONS or future transferee, pledgee, donee or successor of any holder(3).....	\$ 0	--		0

* Less than 1%.

- (1) Assumes conversion of all of the holder's LYONS at a conversion rate of 7.7062 shares of common stock per \$1,000 principal amount at maturity of the LYONS. However, this conversion rate will be subject to adjustment as described under "Description of LYONS--Conversion Rights." As a result, the amount of common stock issuable upon conversion of the LYONS may increase or decrease in the future.
- (2) Calculated based on 63,828,321 shares of common stock outstanding as of August 30, 2001. In calculating this amount, we treated as outstanding that number of shares of common stock issuable upon conversion of all of a particular holder's LYONS. However, we did not assume the conversion of any other holder's LYONS.
- (3) Information about other selling security holders will be set forth in prospectus supplements, if required.
- (4) Assumes that the holders of LYONS, or any future transferees, pledgees, donees or successors of or from any such holder of LYONS, do not beneficially own any common stock other than the common stock issuable upon conversion of the LYONS at the initial conversion rate.
- (5) The figures in this column are based on information supplied to us, as of June 21, 2002, by the respective selling security holders named in the table. As of that date, these selling security holders had supplied us with information indicating that, collectively, they owned more than \$567,285,000 aggregate principal amount at maturity of LYONS (which would be convertible into more than 4,371,612 shares of common stock), reflecting, we believe, that one or more selling security holders supplied us with information for inclusion in the table and then sold their LYONS in transactions exempt from the registration requirements of the Securities Act to persons who also supplied us with information with respect to the same LYONS. However, since this prospectus would not be applicable to any sale of LYONS after they have been publicly sold utilizing this prospectus, no more than 567,285,000 principal amount at maturity of LYONS could be sold utilizing this prospectus and, accordingly, the \$567,285,000 total in this column has been retained and represents the maximum principal amount at maturity of LYONS that could be sold hereunder.

We prepared this table based on the information supplied to us as of June 21, 2002, by the selling security holders named in the table. The selling security holders listed in the above table may have sold

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or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their LYONS since the date on which the information is presented in the above table. Information about the selling security holders may change over time. Any changed information supplied to us will be set forth in future prospectus supplements.

Because the selling security holders may offer all or some of their LYONS or the underlying common stock from time to time, we cannot estimate the amount of the LYONS or the underlying common stock that will be held by the selling security holders upon the termination of any particular offering. See "Plan of Distribution."

INVESTING IN THE LYONS INVOLVES RISKS THAT ARE DESCRIBED IN THE "RISK FACTORS" SECTION BEGINNING ON PAGE 9 OF THE PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is June 24, 2002.

-TM-Trademark of Merrill Lynch & Co., Inc.