LEGG MASON, INC. Form 4/A October 29, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

Expires: January 31, 2005

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A BERESFOR	Symbol	2. Issuer Name and Ticker or Trading Symbol LEGG MASON, INC. [LM]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		Earliest Tra	ansaction		X Director	eck all applicable	e) 6 Owner
LEGG MAS INTERNAT	`	(Month/Day/Year) 10/26/2012			Officer (give below)		er (specify	
	(Street) 4. If Ame			te Original		6. Individual or Joint/Group Filing(Check		
RAI TIMOR	RE, MD 21202	Filed(Mont 10/29/20	th/Day/Year) 012	1		Applicable Line) _X_ Form filed by Form filed by	One Reporting Po	
DALTIMOR	CL, WID 21202					Person		
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securities Ac	quired, Disposed	of, or Beneficia	lly 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. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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						2,250	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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (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)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	(2)	10/26/2012		A	114.45 (3)	<u>(1)</u>	(1)	Common Stock	114.45 (3)

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Reporting Owners

Reporting Owner Name / Address	Relationships					
2	Director	10% Owner	Officer	Other		
BERESFORD DENNIS R						
LEGG MASON, INC.	X					
100 INTERNATIONAL DRIVE						

Signatures

BALTIMORE, MD 21202

/s/ Elisabeth F. Craig, Attorney-in-fact for Dennis R.
Beresford
10/29/2012

**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) Restricted Stock Units acquired pursuant to and under the conditions of the Legg Mason, Inc. Non-Employee Director Equity plan, as amended. See Exhibit 10.2 of the Legg Mason, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2008.
- (2) 1-for-1
- (3) Due to administrative error, the amount of shares acquired and number of derivative securities beneficially owned following the reported transaction were incorrect on the original Form 4.

Remarks:

See attached "Footnotes" page.

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.

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