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LEGG MASON INC
Form 13F-HR
August 14, 2008

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2008

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Legg Mason, Inc.
Address: 100 Light Street
Baltimore, MD 21202

13F File Number: 28-1700

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Peter L. Bain
Title: Executive Vice President
Phone: 410-454-3227

Signature, Place, and Date of Signing:

Peter L. Bain Baltimore, MD August 14, 2008

Report Type (Check only one.):

[] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[X] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

| Form 13F File Number | Name |
|----------------------|--|
| 28-3428 | Private Capital Management, L.P. |
| 28-3780 | Royce & Associates, LLC |
| 28-3658 | Barrett Associates, Inc. |
| 28-1801 | Bartlett & Co. |
| 28-0377 | Batterymarch Financial Management, Inc. |
| 28-2204 | Brandywine Global Investment Management, LLC |
| 28-1701 | Legg Mason Capital Management, Inc. |

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|----------|--|
| 28-6397 | Legg Mason Investment Counsel & Trust Co, NA |
| 28-6399 | LMM, LLC |
| 28-10245 | Western Asset Management Company |
| 28-6251 | Legg Mason International Equities |
| 28-11345 | Legg Mason Investment Counsel, LLC |
| 28-11611 | ClearBridge Advisors, LLC |
| 28-4024 | Smith Barney Fund Management, LLC |
| 28-2568 | ClearBridge Asset Management, Inc. |
| 28-11198 | Legg Mason Asset Management (Japan) Co. Ltd |

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form13F Information Table Entry Total: 146

Form13F Information Table Value Total: \$49,871 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

| No. | 13F File Number | Name |
|-----|-----------------|---------------|
| 1 | 28- | Miscellaneous |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN | SH/ AMT | PUT/ CALL | INVSTMT DCRETN | OTH MANA |
|---------------------------|-----------------|-----------|--------------------|----------------|------------|--------------|-------------------|-------------|
| ACCENTURE LTD BERMUDA | CL A | G1150G111 | 196 | 4800 | SH | | DEFINED | 1 |
| ACE LTD | ORD | G0070K103 | 182 | 3300 | SH | | DEFINED | 1 |
| AEROPOSTALE | COM | 007865108 | 27 | 850 | SH | | DEFINED | 1 |
| AETNA INC NEW | COM | 00817Y108 | 260 | 6400 | SH | | DEFINED | 1 |
| AFLAC INC | COM | 001055102 | 382 | 6070 | SH | | DEFINED | 1 |
| AGCO CORP | COM | 001084102 | 79 | 1500 | SH | | DEFINED | 1 |
| AGRIUM INC | COM | 008916108 | 764 | 7100 | SH | | DEFINED | 1 |
| AK STL HLDG CORP | COM | 001547108 | 1100 | 15940 | SH | | DEFINED | 1 |
| ALLIED WASTE INDS INC | COM PAR\$.01NEW | 019589308 | 125 | 9900 | SH | | DEFINED | 1 |
| ALTRIA GROUP INC | COM | 02209S103 | 403 | 19575 | SH | | DEFINED | 1 |
| AMB PROPERTY CORP | COM | 00163T109 | 31 | 600 | SH | | DEFINED | 1 |
| AMERICAN INTL GROUP INC | COM | 026874107 | 32 | 1200 | SH | | DEFINED | 1 |
| ANNALY CAP MGMT INC | COM | 035710409 | 56 | 3600 | SH | | DEFINED | 1 |
| APACHE CORP | COM | 037411105 | 139 | 1000 | SH | | DEFINED | 1 |
| ARCH CAP GROUP LTD | ORD | G0450A105 | 186 | 2800 | SH | | DEFINED | 1 |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 211 | 6230 | SH | | DEFINED | 1 |
| ASSURANT INC | COM | 04621X108 | 944 | 14300 | SH | | DEFINED | 1 |
| AT&T INC | COM | 00206R102 | 1325 | 39317 | SH | | DEFINED | 1 |
| AUTOLIV INC | COM | 052800109 | 28 | 600 | SH | | DEFINED | 1 |

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|------------------------------|---------------|-----------|------|-------|----|---------|---|
| BALLY TECHNOLOGIES INC | COM | 05874B107 | 176 | 5190 | SH | DEFINED | 1 |
| BANK HAWAII CORP | COM | 062540109 | 293 | 6110 | SH | DEFINED | 1 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 245 | 10250 | SH | DEFINED | 1 |
| BAXTER INTL INC | COM | 071813109 | 52 | 800 | SH | DEFINED | 1 |
| BECTON DICKINSON & CO | COM | 075887109 | 269 | 3300 | SH | DEFINED | 1 |
| BIG LOTS INC | COM | 089302103 | 246 | 7870 | SH | DEFINED | 1 |
| BIOGEN IDEC INC | COM | 09062X103 | 400 | 7150 | SH | DEFINED | 1 |
| BMC SOFTWARE INC | COM | 055921100 | 1247 | 34635 | SH | DEFINED | 1 |
| BRINKS CO | COM | 109696104 | 190 | 2900 | SH | DEFINED | 1 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 319 | 15500 | SH | DEFINED | 1 |
| BURLINGTON NORTHN SANTA FE C | COM | 12189T104 | 180 | 1800 | SH | DEFINED | 1 |
| CATERPILLAR INC DEL | COM | 149123101 | 480 | 6500 | SH | DEFINED | 1 |
| CELANESE CORP DEL | COM SER A | 150870103 | 42 | 900 | SH | DEFINED | 1 |
| CF INDS HLDGS INC | COM | 125269100 | 619 | 4050 | SH | DEFINED | 1 |
| CHEVRON CORP NEW | COM | 166764100 | 1474 | 14860 | SH | DEFINED | 1 |
| CHUBB CORP | COM | 171232101 | 339 | 6900 | SH | DEFINED | 1 |
| CIMAREX ENERGY CO | COM | 171798101 | 307 | 4400 | SH | DEFINED | 1 |
| CISCO SYS INC | COM | 17275R102 | 107 | 4600 | SH | DEFINED | 1 |
| CITIGROUP INC | COM | 172967101 | 213 | 12700 | SH | DEFINED | 1 |
| COCA COLA CO | COM | 191216100 | 564 | 10850 | SH | DEFINED | 1 |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 134 | 7700 | SH | DEFINED | 1 |
| CONOCOPHILLIPS | COM | 20825C104 | 1168 | 12364 | SH | DEFINED | 1 |
| CORN PRODS INTL INC | COM | 219023108 | 236 | 4800 | SH | DEFINED | 1 |
| CORNING INC | COM | 219350105 | 724 | 31400 | SH | DEFINED | 1 |
| CSX CORP | COM | 126408103 | 402 | 6400 | SH | DEFINED | 1 |
| CTRIIP COM INTL LTD | ADR | 22943F100 | 91 | 1966 | SH | DEFINED | 1 |
| CULLEN FROST BANKERS INC | COM | 229899109 | 287 | 5740 | SH | DEFINED | 1 |
| CUMMINS INC | COM | 231021106 | 348 | 5300 | SH | DEFINED | 1 |
| CVS CAREMARK CORPORATION | COM | 126650100 | 546 | 13790 | SH | DEFINED | 1 |
| DAIMLER AG | REG SHS | D1668R123 | 281 | 4550 | SH | DEFINED | 1 |
| DEERE & CO | COM | 244199105 | 556 | 7700 | SH | DEFINED | 1 |
| DELL INC | COM | 24702R101 | 666 | 30400 | SH | DEFINED | 1 |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 890 | 7400 | SH | DEFINED | 1 |
| DEVRY INC DEL | COM | 251893103 | 92 | 1700 | SH | DEFINED | 1 |
| DIRECTV GROUP INC | COM | 25459L106 | 333 | 12840 | SH | DEFINED | 1 |
| DISNEY WALT CO | COM DISNEY | 254687106 | 292 | 9350 | SH | DEFINED | 1 |
| DOMINION RES INC VA NEW | COM | 25746U109 | 43 | 900 | SH | DEFINED | 1 |
| DONNELLEY R R & SONS CO | COM | 257867101 | 131 | 4400 | SH | DEFINED | 1 |
| EDISON INTL | COM | 281020107 | 283 | 5500 | SH | DEFINED | 1 |
| EL PASO CORP | COM | 28336L109 | 301 | 13800 | SH | DEFINED | 1 |
| EOG RES INC | COM | 26875P101 | 40 | 300 | SH | DEFINED | 1 |
| EXXON MOBIL CORP | COM | 30231G102 | 1402 | 15900 | SH | DEFINED | 1 |
| FAIRFAX FINL HLDGS LTD | SUB VTG | 303901102 | 26 | 100 | SH | DEFINED | 1 |
| FEDERATED INVS INC PA | CL B | 314211103 | 186 | 5400 | SH | DEFINED | 1 |
| FLOWERVE CORP | COM | 34354P105 | 493 | 3600 | SH | DEFINED | 1 |
| FORDING CDN COAL TR | TR UNIT | 345425102 | 77 | 800 | SH | DEFINED | 1 |
| FREEPORT-MCMORAN COPPER & GO | COM | 35671D857 | 106 | 900 | SH | DEFINED | 1 |
| FRONTLINE LTD | SHS | G3682E127 | 335 | 4800 | SH | DEFINED | 1 |
| GAMESTOP CORP NEW | CL A | 36467W109 | 145 | 3589 | SH | DEFINED | 1 |
| GENERAL CABLE CORP DEL NEW | COM | 369300108 | 31 | 500 | SH | DEFINED | 1 |
| GENERAL ELECTRIC CO | COM | 369604103 | 303 | 11335 | SH | DEFINED | 1 |
| HERBALIFE LTD | COM USD SHS | G4412G101 | 126 | 3240 | SH | DEFINED | 1 |
| HEWLETT PACKARD CO | COM | 428236103 | 1695 | 38327 | SH | DEFINED | 1 |
| HUBBELL INC | CL B | 443510201 | 112 | 2800 | SH | DEFINED | 1 |
| HUMANA INC | COM | 444859102 | 108 | 2700 | SH | DEFINED | 1 |
| INFOSYS TECHNOLOGIES LTD | SPONSORED ADR | 456788108 | 366 | 8400 | SH | DEFINED | 1 |
| INTEL CORP | COM | 458140100 | 692 | 32210 | SH | DEFINED | 1 |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 1468 | 12379 | SH | DEFINED | 1 |
| INVITROGEN CORP | COM | 46185R100 | 260 | 6600 | SH | DEFINED | 1 |
| JOHNSON & JOHNSON | COM | 478160104 | 65 | 1000 | SH | DEFINED | 1 |
| JOHNSON CTLS INC | COM | 478366107 | 155 | 5400 | SH | DEFINED | 1 |
| JONES LANG LASALLE INC | COM | 48020Q107 | 103 | 1700 | SH | DEFINED | 1 |

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|------------------------------|---------|-----------|------|-------|----|---------|---|
| JP MORGAN CHASE & CO | COM | 46625H100 | 559 | 16283 | SH | DEFINED | 1 |
| KINETIC CONCEPTS INC | COM NEW | 49460W208 | 24 | 600 | SH | DEFINED | 1 |
| KING PHARMACEUTICALS INC | COM | 495582108 | 133 | 12700 | SH | DEFINED | 1 |
| KROGER CO | COM | 501044101 | 330 | 11400 | SH | DEFINED | 1 |
| LAUDER ESTEE COS INC | CL A | 518439104 | 200 | 4300 | SH | DEFINED | 1 |
| LEXMARK INTL NEW | CL A | 529771107 | 250 | 7450 | SH | DEFINED | 1 |
| LILLY ELI & CO | COM | 532457108 | 51 | 1100 | SH | DEFINED | 1 |
| LOCKHEED MARTIN CORP | COM | 539830109 | 218 | 2200 | SH | DEFINED | 1 |
| MANITOWOC INC | COM | 563571108 | 391 | 12000 | SH | DEFINED | 1 |
| MANPOWER INC | COM | 56418H100 | 140 | 2400 | SH | DEFINED | 1 |
| MANULIFE FINL CORP | COM | 56501R106 | 141 | 4059 | SH | DEFINED | 1 |
| MCDONALDS CORP | COM | 580135101 | 180 | 3200 | SH | DEFINED | 1 |
| MERCK & CO INC | COM | 589331107 | 98 | 2600 | SH | DEFINED | 1 |
| METLIFE INC | COM | 59156R108 | 445 | 8430 | SH | DEFINED | 1 |
| MICROSOFT CORP | COM | 594918104 | 1114 | 40490 | SH | DEFINED | 1 |
| NABORS INDUSTRIES LTD | SHS | G6359F103 | 271 | 5500 | SH | DEFINED | 1 |
| NIKE INC | CL B | 654106103 | 376 | 6300 | SH | DEFINED | 1 |
| NOBLE ENERGY INC | COM | 655044105 | 342 | 3400 | SH | DEFINED | 1 |
| NORTHERN TR CORP | COM | 665859104 | 76 | 1100 | SH | DEFINED | 1 |
| NOVA CHEMICALS CORP | COM | 66977W109 | 102 | 4100 | SH | DEFINED | 1 |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 811 | 9020 | SH | DEFINED | 1 |
| OGE ENERGY CORP | COM | 670837103 | 241 | 7600 | SH | DEFINED | 1 |
| OIL STS INTL INC | COM | 678026105 | 261 | 4100 | SH | DEFINED | 1 |
| ORACLE CORP | COM | 68389X105 | 921 | 43850 | SH | DEFINED | 1 |
| OWENS ILL INC | COM NEW | 690768403 | 209 | 5000 | SH | DEFINED | 1 |
| PARKER HANNIFIN CORP | COM | 701094104 | 36 | 500 | SH | DEFINED | 1 |
| PATTERSON UTI ENERGY INC | COM | 703481101 | 282 | 7800 | SH | DEFINED | 1 |
| PEPCO HOLDINGS INC | COM | 713291102 | 31 | 1200 | SH | DEFINED | 1 |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 109 | 3900 | SH | DEFINED | 1 |
| PETRO-CDA | COM | 71644E102 | 725 | 13000 | SH | DEFINED | 1 |
| PFIZER INC | COM | 717081103 | 608 | 34791 | SH | DEFINED | 1 |
| PHILIP MORRIS INTL INC | COM | 718172109 | 445 | 9000 | SH | DEFINED | 1 |
| PIONEER NAT RES CO | COM | 723787107 | 47 | 600 | SH | DEFINED | 1 |
| POTASH CORP SASK INC | COM | 73755L107 | 480 | 2100 | SH | DEFINED | 1 |
| PRICELINE COM INC | COM NEW | 741503403 | 532 | 4600 | SH | DEFINED | 1 |
| PROCTER & GAMBLE CO | COM | 742718109 | 478 | 7850 | SH | DEFINED | 1 |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 212 | 4600 | SH | DEFINED | 1 |
| QUALCOMM INC | COM | 747525103 | 36 | 800 | SH | DEFINED | 1 |
| QWEST COMMUNICATIONS INTL IN | COM | 749121109 | 113 | 28500 | SH | DEFINED | 1 |
| RAYTHEON CO | COM NEW | 755111507 | 102 | 1800 | SH | DEFINED | 1 |
| RESEARCH IN MOTION LTD | COM | 760975102 | 649 | 5550 | SH | DEFINED | 1 |
| ROGERS COMMUNICATIONS INC | CL B | 775109200 | 348 | 9000 | SH | DEFINED | 1 |
| ROYAL BK CDA MONTREAL QUE | COM | 780087102 | 449 | 10030 | SH | DEFINED | 1 |
| SAFEWAY INC | COM NEW | 786514208 | 53 | 1830 | SH | DEFINED | 1 |
| SARA LEE CORP | COM | 803111103 | 228 | 18549 | SH | DEFINED | 1 |
| SCHERING PLOUGH CORP | COM | 806605101 | 424 | 21500 | SH | DEFINED | 1 |
| SNAP ON INC | COM | 833034101 | 37 | 700 | SH | DEFINED | 1 |
| STEEL DYNAMICS INC | COM | 858119100 | 79 | 2000 | SH | DEFINED | 1 |
| SYBASE INC | COM | 871130100 | 336 | 11400 | SH | DEFINED | 1 |
| TD AMERITRADE HLDG CORP | COM | 87236Y108 | 219 | 12100 | SH | DEFINED | 1 |
| TEREX CORP NEW | COM | 880779103 | 309 | 6000 | SH | DEFINED | 1 |
| TERRA INDS INC | COM | 880915103 | 50 | 1000 | SH | DEFINED | 1 |
| TJX COS INC NEW | COM | 872540109 | 111 | 3500 | SH | DEFINED | 1 |
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 265 | 4240 | SH | DEFINED | 1 |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 619 | 14260 | SH | DEFINED | 1 |
| TUPPERWARE BRANDS CORP | COM | 899896104 | 38 | 1100 | SH | DEFINED | 1 |
| UNION PAC CORP | COM | 907818108 | 31 | 400 | SH | DEFINED | 1 |
| UNIT CORP | COM | 909218109 | 307 | 3700 | SH | DEFINED | 1 |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 44 | 700 | SH | DEFINED | 1 |
| UNUM GROUP | COM | 91529Y106 | 547 | 26700 | SH | DEFINED | 1 |
| US BANCORP DEL | COM NEW | 902973304 | 84 | 3000 | SH | DEFINED | 1 |
| WAL MART STORES INC | COM | 931142103 | 856 | 15222 | SH | DEFINED | 1 |

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|----------------------|-----|-----------|-----|----------|-----------|
| WESTERN DIGITAL CORP | COM | 958102105 | 790 | 22850 SH | DEFINED 1 |
| WILLIAMS COS INC DEL | COM | 969457100 | 379 | 9400 SH | DEFINED 1 |
| XEROX CORP | COM | 984121103 | 169 | 12400 SH | DEFINED 1 |