

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

LEGG MASON INC  
Form 13F-HR/A  
November 16, 2006

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2006

Check here if Amendment [ X ]; Amendment Number: 1  
This Amendment (Check only one.): [ X ] 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 Prsident  
Phone: 410-454-3227

Signature, Place, and Date of Signing:

Peter L. Bain Baltimore, MD November 16, 2006

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

FORM 13F SUMMARY PAGE

## Edgar Filing: LEGG MASON INC - Form 13F-HR/A

Report Summary:

Number of Other Included Managers: 2

Form13F Information Table Entry Total: 2223

Form13F Information Table Value Total: \$107,538,604 (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
18	28-11611	Clearbridge Advisors, LLC
21	28-2568	Clearbridge Asset Management, Inc.

FORM 13F INFORMATION TABLE									
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OT	MAN
1-800 CONTACTS INC	COM	681977104	3	200	SH		DEFINED		18
1838 BD-DEB TRADING FD	COM	282520105	29	1562	SH		DEFINED		18
3COM CORP	COM	885535104	41820	9483100	SH		DEFINED		18
3M CO	NOTE	11/2 88579YAB7	7228	8175000	PRN		DEFINED		21
3M CO	NOTE	11/2 88579YAB7	884	1000000	PRN		DEFINED		18
3M CO	COM	88579Y101	431657	5800282	SH		DEFINED		18
51JOB INC	SP ADR REP COM	316827104	8	600	SH		DEFINED		18
A D C TELECOMMUNICATIONS	FRNT	6/1 000886AB7	21571	22500000	PRN		DEFINED		21
A D C TELECOMMUNICATIONS	FRNT	6/1 000886AB7	2684	2800000	PRN		DEFINED		18
A D C TELECOMMUNICATIONS	COM NEW	000886309	19063	1270028	SH		DEFINED		18
A D C TELECOMMUNICATIONS	COM NEW	000886309	3281	218600	SH		DEFINED		21
ABB LTD	SPONSORED ADR	000375204	51582	3913679	SH		DEFINED		18
ABBEY NATL PLC	GDR 7.375% PRF	002920809	1280	51200	SH		DEFINED		18
ABBOTT LABS	COM	002824100	634208	13060296	SH		DEFINED		18
ABBOTT LABS	COM	002824100	41238	849221	SH		DEFINED		21
ABERCROMBIE & FITCH CO	CL A	002896207	361	5200	SH		DEFINED		18
ABERDEEN ASIA PACIFIC INCOM	COM	003009107	33	5451	SH		DEFINED		18
ABM INDS INC	COM	000957100	8	400	SH		DEFINED		18
ABN AMRO HLDG NV	SPONSORED ADR	000937102	164	5606	SH		DEFINED		18
ABRAXIS BIOSCIENCE INC	COM	00383E106	19	700	SH		DEFINED		18
ABX AIR INC	COM	00080S101	361	64300	SH		DEFINED		18
ACCENTURE LTD BERMUDA	CL A	G1150G111	38997	1229790	SH		DEFINED		18
ACCO BRANDS CORP	COM	00081T108	15	693	SH		DEFINED		18
ACM GOVT OPPORTUNITY FD INC	COM	000918102	0	8	SH		DEFINED		18
ACM INCOME FUND INC	COM	000912105	27	3297	SH		DEFINED		18
ACM MANAGED DLR INCOME FD	COM	000949107	4	504	SH		DEFINED		18
ACM MANAGED INCOME FD INC	COM	000919100	0	4	SH		DEFINED		18
ACM MUN SECS INCOME FD INC	COM	000942102	11	1000	SH		DEFINED		18
ACTIVISION INC NEW	COM NEW	004930202	6	429	SH		DEFINED		18
ACTUANT CORP	CL A NEW	00508X203	279	5575	SH		DEFINED		18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

ACTUANT CORP	SDCV	2.000%11/1	00508XAB0	217528	1600000	SH	DEFINED	18
ACTUANT CORP	SDCV	2.000%11/1	00508XAB0	1736823	12775000	SH	DEFINED	21
ACXIOM CORP	COM		005125109	78	3160	SH	DEFINED	18
ADAMS EXPRESS CO	COM		006212104	123	9078	SH	DEFINED	18
ADAPTEC INC	COM		00651F108	73	16540	SH	DEFINED	18
ADMINISTAFF INC	COM		007094105	2	50	SH	DEFINED	18
ADOBE SYS INC	COM		00724F101	22297	595233	SH	DEFINED	18
ADOBE SYS INC	COM		00724F101	24863	663713	SH	DEFINED	21
ADVANCED MEDICAL OPTICS INC	COM		00763M108	1409	35619	SH	DEFINED	21
ADVANCED MEDICAL OPTICS INC	COM		00763M108	8048	203490	SH	DEFINED	18
ADVANCED MICRO DEVICES INC	COM		007903107	6860	276055	SH	DEFINED	18
ADVENT CLAYMORE CV SECS & IN	COM		00764C109	0	8	SH	DEFINED	18
ADVENT SOFTWARE INC	COM		007974108	1197	33061	SH	DEFINED	21
ADVENT SOFTWARE INC	COM		007974108	173083	4779965	SH	DEFINED	18
AEGON N V	ORD AMER REG		007924103	32	1729	SH	DEFINED	18
AES CORP	COM		00130H105	245	12031	SH	DEFINED	18
AETNA INC NEW	COM		00817Y108	1446	36567	SH	DEFINED	18
AFFILIATED COMPUTER SERVICES	CL A		008190100	867	16720	SH	DEFINED	18
AFFILIATED COMPUTER SERVICES	CL A		008190100	6156	118700	SH	DEFINED	21
AFFILIATED MANAGERS GROUP	COM		008252108	16518	164994	SH	DEFINED	18
AFFILIATED MANAGERS GROUP	DBCV	2/2	008252AE8	7549	3075000	PRN	DEFINED	21
AFFILIATED MANAGERS GROUP	DBCV	2/2	008252AE8	98196	400000	SH	DEFINED	18
AFFILIATED MANAGERS GROUP	COM		008252108	1691	16890	SH	DEFINED	21
AFLAC INC	COM		001055102	59457	1299330	SH	DEFINED	21
AFLAC INC	COM		001055102	95670	2090686	SH	DEFINED	18
AGCO CORP	COM		001084102	1491	58800	SH	DEFINED	21
AGCO CORP	COM		001084102	35115	1385191	SH	DEFINED	18
AGERE SYS INC	COM		00845V308	217	14532	SH	DEFINED	18
AGILENT TECHNOLOGIES INC	COM		00846U101	242819	7427917	SH	DEFINED	18
AGILENT TECHNOLOGIES INC	COM		00846U101	1347	41191	SH	DEFINED	21
AGL RES INC	COM		001204106	509	13937	SH	DEFINED	18
AIM SELECT REAL ESTATE INCM	SHS		00888R107	36	1903	SH	DEFINED	18
AIR PRODS & CHEMS INC	COM		009158106	27725	417740	SH	DEFINED	21
AIR PRODS & CHEMS INC	COM		009158106	79931	1204320	SH	DEFINED	18
AIRTRAN HLDGS INC	COM		00949P108	18466	1861475	SH	DEFINED	18
AK STL HLDG CORP	COM		001547108	0	1	SH	DEFINED	18
AKAMAI TECHNOLOGIES INC	COM		00971T101	283653	5674200	SH	DEFINED	18
ALBANY INTL CORP	CL A		012348108	14060	441860	SH	DEFINED	18
ALBANY MOLECULAR RESH INC	COM		012423109	1872	200000	SH	DEFINED	18
ALBERTO CULVER CO	COM		013068101	92	1821	SH	DEFINED	18
ALCOA INC	COM		013817101	346354	12352139	SH	DEFINED	18
ALCOA INC	COM		013817101	2265	80792	SH	DEFINED	21
ALCON INC	COM SHS		H01301102	1732	15125	SH	DEFINED	18
ALEXANDER & BALDWIN INC	COM		014482103	7148	161100	SH	DEFINED	18
ALEXANDRIA REAL ESTATE EQ IN	COM		015271109	8092	86271	SH	DEFINED	18
ALEXANDRIA REAL ESTATE EQ IN	COM		015271109	727	7750	SH	DEFINED	21
ALEXION PHARMACEUTICALS INC	NOTE	1.375% 2/0	015351AF6	877	700000	PRN	DEFINED	18
ALEXION PHARMACEUTICALS INC	COM		015351109	8128	239200	SH	DEFINED	18
ALEXION PHARMACEUTICALS INC	COM		015351109	1013	29800	SH	DEFINED	21
ALEXION PHARMACEUTICALS INC	NOTE	1.375% 2/0	015351AF6	7047	5625000	PRN	DEFINED	21
ALKERMES INC	COM		01642T108	110365	6963103	SH	DEFINED	18
ALLEGHANY CORP DEL	COM		017175100	640	2216	SH	DEFINED	18
ALLEGHENY TECHNOLOGIES INC	COM		01741R102	255	4100	SH	DEFINED	18
ALLERGAN INC	COM		018490102	1792	15915	SH	DEFINED	18
ALLIANCE DATA SYSTEMS CORP	COM		018581108	6	113	SH	DEFINED	18
ALLIANCE NATL MUN INCOME FD	COM		01864U106	17	1000	SH	DEFINED	18
ALLIANCE RES PARTNER L P	UT LTD PART		01877R108	70	2000	SH	DEFINED	18
ALLIANCE WORLD DLR GV FD II	COM		01879R106	65	4979	SH	DEFINED	18
ALLIANCE WORLD DLR GV FD INC	COM		018796102	6	505	SH	DEFINED	18
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN		01881G106	276	4000	SH	DEFINED	18
ALLIANT ENERGY CORP	COM		018802108	54	1500	SH	DEFINED	18
ALLIANT TECHSYSTEMS INC	COM		018804104	298	3676	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

ALLIED CAP CORP NEW	COM	01903Q108	576	19055	SH	DEFINED	18
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	1868	34560	SH	DEFINED	18
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	944	83770	SH	DEFINED	18
ALLSCRIPTS HEALTHCARE SOLUTI	COM	01988P108	3986	177300	SH	DEFINED	18
ALLSTATE CORP	COM	020002101	5815	92696	SH	DEFINED	18
ALLSTATE CORP	COM	020002101	183	2922	SH	DEFINED	21
ALLTEL CORP	COM	020039103	63166	1138128	SH	DEFINED	21
ALLTEL CORP	COM	020039103	221320	3987752	SH	DEFINED	18
ALTERA CORP	COM	021441100	728	39604	SH	DEFINED	18
ALTRIA GROUP INC	COM	02209S103	126217	1648813	SH	DEFINED	21
ALTRIA GROUP INC	COM	02209S103	337215	4405166	SH	DEFINED	18
ALUMINA LTD	SPONSORED ADR	022205108	3	144	SH	DEFINED	18
AMAZON COM INC	COM	023135106	5737	178626	SH	DEFINED	21
AMAZON COM INC	COM	023135106	741835	23095736	SH	DEFINED	18
AMBAC FINL GROUP INC	COM	023139108	8982	108538	SH	DEFINED	18
AMBAC FINL GROUP INC	COM	023139108	2	30	SH	DEFINED	21
AMDOCS LTD	NOTE 0.500% 3/1	02342TAD1	8094	7650000	PRN	DEFINED	21
AMDOCS LTD	NOTE 0.500% 3/1	02342TAD1	952	900000	PRN	DEFINED	18
AMDOCS LTD	ORD	G02602103	640	16173	SH	DEFINED	18
AMEREN CORP	COM	023608102	52451	993572	SH	DEFINED	18
AMERICA FIRST APT INV INC	COM	02363X104	2	120	SH	DEFINED	18
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W105	281	7125	SH	DEFINED	18
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	13	800	SH	DEFINED	18
AMERICAN BILTRITE INC	COM	024591109	322	32178	SH	DEFINED	18
AMERICAN CAPITAL STRATEGIES	COM	024937104	126	3189	SH	DEFINED	18
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	413	9420	SH	DEFINED	18
AMERICAN ELEC PWR INC	COM	025537101	1308	35956	SH	DEFINED	18
AMERICAN EXPRESS CO	COM	025816109	974349	17374273	SH	DEFINED	18
AMERICAN EXPRESS CO	COM	025816109	99104	1767197	SH	DEFINED	21
AMERICAN FINL GROUP INC OHIO	COM	025932104	141	3000	SH	DEFINED	18
AMERICAN GREETINGS CORP	CL A	026375105	9	400	SH	DEFINED	18
AMERICAN INCOME FD INC	COM	02672T109	0	21	SH	DEFINED	18
AMERICAN INTL GROUP INC	COM	026874107	57052	861032	SH	DEFINED	21
AMERICAN INTL GROUP INC	COM	026874107	1381298	20846634	SH	DEFINED	18
AMERICAN ISRAELI PAPER MLS L	ORD IS 10	027069509	0	8	SH	DEFINED	18
AMERICAN LD LEASE INC	COM	027118108	5279	222290	SH	DEFINED	18
AMERICAN NATL INS CO	COM	028591105	174	1500	SH	DEFINED	18
AMERICAN PWR CONVERSION CORP	COM	029066107	75960	3459016	SH	DEFINED	18
AMERICAN SELECT PORTFOLIO IN	COM	029570108	0	17	SH	DEFINED	18
AMERICAN STD COS INC DEL	COM	029712106	84	2000	SH	DEFINED	21
AMERICAN STD COS INC DEL	COM	029712106	32	770	SH	DEFINED	18
AMERICAN TOWER CORP	NOTE 5.000% 2/1	029912AF9	3882	3900000	PRN	DEFINED	21
AMERICAN TOWER CORP	CL A	029912201	26139	716132	SH	DEFINED	18
AMERICAN TOWER CORP	CL A	029912201	19944	546408	SH	DEFINED	21
AMERIGAS PARTNERS L P	UNIT L P INT	030975106	185	6000	SH	DEFINED	18
AMERIGROUP CORP	COM	03073T102	13207	446926	SH	DEFINED	18
AMERIPRISE FINL INC	COM	03076C106	10	208	SH	DEFINED	21
AMERIPRISE FINL INC	COM	03076C106	2031	43302	SH	DEFINED	18
AMERISAFE INC	COM	03071H100	1421	145000	SH	DEFINED	18
AMERISOURCEBERGEN CORP	COM	03073E105	2074	45874	SH	DEFINED	18
AMERON INTL INC	COM	030710107	3023	45500	SH	DEFINED	18
AMETEK INC NEW	COM	031100100	131	3000	SH	DEFINED	18
AMGEN INC	COM	031162100	55190	771563	SH	DEFINED	21
AMGEN INC	COM	031162100	2013790	28153086	SH	DEFINED	18
AMKOR TECHNOLOGY INC	NOTE 2.500% 5/1	031652AX8	2900	3480000	PRN	DEFINED	21
AMKOR TECHNOLOGY INC	NOTE 2.500% 5/1	031652AX8	1388	1665000	PRN	DEFINED	18
AMPHENOL CORP NEW	CL A	032095101	324	5225	SH	DEFINED	18
AMR CORP	COM	001765106	1206	52100	SH	DEFINED	18
AMSOUTH BANCORPORATION	COM	032165102	2663	91703	SH	DEFINED	18
ANADARKO PETE CORP	COM	032511107	8680	198044	SH	DEFINED	21
ANADARKO PETE CORP	COM	032511107	1572513	35877541	SH	DEFINED	18
ANALOG DEVICES INC	COM	032654105	588	20000	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

ANALOG DEVICES INC	COM	032654105	32	1080	SH	DEFINED	21
ANDREW CORP	COM	034425108	1794	193900	SH	DEFINED	21
ANDREW CORP	COM	034425108	10477	1132700	SH	DEFINED	18
ANDRX CORP DEL	ANDRX GROUP	034553107	2443	100000	SH	DEFINED	18
ANESIVA INC COM	COM	03460L100	8057	1188376	SH	DEFINED	18
ANGLO AMERN PLC	ADR	03485P102	31	1458	SH	DEFINED	18
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	11	293	SH	DEFINED	18
ANHEUSER BUSCH COS INC	COM	035229103	4006	84323	SH	DEFINED	18
ANNALY CAP MGMT INC	COM	035710409	42855	3261389	SH	DEFINED	18
ANNTAYLOR STORES CORP	COM	036115103	710	16950	SH	DEFINED	18
AON CORP	COM	037389103	8159	240878	SH	DEFINED	18
AP PHARMA INC	COM	00202J104	1007	941373	SH	DEFINED	18
APACHE CORP	COM	037411105	6174	97693	SH	DEFINED	18
APOLLO GROUP INC	CL A	037604105	22	440	SH	DEFINED	18
APOLLO INVT CORP	COM	03761U106	0	1	SH	DEFINED	18
APPLE COMPUTER INC	COM	037833100	36055	468373	SH	DEFINED	18
APPLEBEES INTL INC	COM	037899101	279	12980	SH	DEFINED	18
APPLERA CORP	COM CE GEN GRP	038020202	24	1740	SH	DEFINED	18
APPLERA CORP	COM AP BIO GRP	038020103	440	13300	SH	DEFINED	18
APPLIED MATLS INC	COM	038222105	1263	71258	SH	DEFINED	21
APPLIED MATLS INC	COM	038222105	170061	9591696	SH	DEFINED	18
APPLIED MICRO CIRCUITS CORP	COM	03822W109	14	4784	SH	DEFINED	18
APRIA HEALTHCARE GROUP INC	COM	037933108	9360	474180	SH	DEFINED	18
APTARGROUP INC	COM	038336103	14136	277830	SH	DEFINED	18
AQUA AMERICA INC	COM	03836W103	12	534	SH	DEFINED	18
AQUANTIVE INC	COM	03839G105	2119	89700	SH	DEFINED	18
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	1	17	SH	DEFINED	18
ARAMARK CORP	CL B	038521100	152	4635	SH	DEFINED	18
ARBITRON INC	COM	03875Q108	254	6870	SH	DEFINED	18
ARBOR RLTY TR INC	COM	038923108	345	13500	SH	DEFINED	18
ARCH CAP GROUP LTD	ORD	G0450A105	2647	41689	SH	DEFINED	18
ARCH COAL INC	COM	039380100	36	1240	SH	DEFINED	18
ARCHER DANIELS MIDLAND CO	COM	039483102	5641	148916	SH	DEFINED	18
ARCHSTONE SMITH TR	COM	039583109	65	1200	SH	DEFINED	18
ARENA PHARMACEUTICALS INC	COM	040047102	952	79500	SH	DEFINED	21
ARENA PHARMACEUTICALS INC	COM	040047102	7862	656300	SH	DEFINED	18
ARIES MARITIME TRANSPRT LTD	SHS	G0474B105	31	3000	SH	DEFINED	18
ARKANSAS BEST CORP DEL	COM	040790107	13681	317935	SH	DEFINED	18
ARMOR HOLDINGS INC	COM	042260109	30612	533963	SH	DEFINED	18
ARROW ELECTRS INC	COM	042735100	8	300	SH	DEFINED	18
ART TECHNOLOGY GROUP INC	COM	04289L107	84	32922	SH	DEFINED	18
ASA BERMUDA LIMITED	COM	G3156P103	1	16	SH	DEFINED	18
ASHLAND INC NEW	COM	044209104	4241	66500	SH	DEFINED	18
ASML HLDG NV	N Y SHS	N07059111	26607	1142916	SH	DEFINED	21
ASML HLDG NV	N Y SHS	N07059111	23305	1001091	SH	DEFINED	18
ASSOCIATED BANC CORP	COM	045487105	6	175	SH	DEFINED	18
ASSURANT INC	COM	04621X108	1343	25150	SH	DEFINED	18
ASTORIA FINL CORP	COM	046265104	5	157	SH	DEFINED	21
ASTORIA FINL CORP	COM	046265104	175178	5683908	SH	DEFINED	18
ASTRAZENECA PLC	SPONSORED ADR	046353108	13	212	SH	DEFINED	18
AT&T INC	COM	00206R102	64517	1981467	SH	DEFINED	21
AT&T INC	COM	00206R102	191518	5882004	SH	DEFINED	18
ATI TECHNOLOGIES INC	COM	001941103	11266	524980	SH	DEFINED	18
ATLAS PIPELINE PARTNERS LP	UNIT L P INT	049392103	43	1000	SH	DEFINED	18
ATMEL CORP	COM	049513104	749	124000	SH	DEFINED	18
ATMOS ENERGY CORP	COM	049560105	14	500	SH	DEFINED	18
ATWOOD OCEANICS INC	COM	050095108	26	575	SH	DEFINED	18
AUSTRALIA&NEW ZEALAND BKG GR	SPONSORED ADR	052528304	27	270	SH	DEFINED	18
AUTODESK INC	COM	052769106	3499	100610	SH	DEFINED	21
AUTODESK INC	COM	052769106	389167	11189391	SH	DEFINED	18
AUTOLIV INC	COM	052800109	27	490	SH	DEFINED	18
AUTOMATIC DATA PROCESSING IN	COM	053015103	200823	4242134	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

AUTONATION INC	COM	05329W102	48	2306	SH	DEFINED	18
AVALONBAY CMNTYS INC	COM	053484101	12774	106100	SH	DEFINED	18
AVANIR PHARMACEUTICALS	CL A NEW	05348P401	1854	267950	SH	DEFINED	18
AVANIR PHARMACEUTICALS	CL A NEW	05348P401	344	49675	SH	DEFINED	21
AVATAR HLDGS INC	COM	053494100	118	2000	SH	DEFINED	18
AVAYA INC	COM	053499109	107	9345	SH	DEFINED	18
AVERY DENNISON CORP	COM	053611109	77242	1283733	SH	DEFINED	18
AVERY DENNISON CORP	COM	053611109	30801	511900	SH	DEFINED	21
AVID TECHNOLOGY INC	COM	05367P100	1395	38300	SH	DEFINED	21
AVID TECHNOLOGY INC	COM	05367P100	7825	214845	SH	DEFINED	18
AVIS BUDGET GROUP	COM	053774105	199	10900	SH	DEFINED	18
AVON PRODS INC	COM	054303102	1240	40429	SH	DEFINED	18
AXA	SPONSORED ADR	054536107	30910	837439	SH	DEFINED	18
B A S F A G	SPONSORED ADR	055262505	26832	334986	SH	DEFINED	18
BADGER METER INC	COM	056525108	10	400	SH	DEFINED	18
BAKER HUGHES INC	COM	057224107	1052	15418	SH	DEFINED	21
BAKER HUGHES INC	COM	057224107	140607	2061688	SH	DEFINED	18
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	148	6420	SH	DEFINED	18
BANCO SANTANDER CENT HISPANO	ADR	05964H105	1	85	SH	DEFINED	18
BANCORP RHODE ISLAND INC	COM	059690107	22	500	SH	DEFINED	18
BANCROFT FUND LTD	COM	059695106	0	22	SH	DEFINED	18
BANCTRUST FINANCIAL GP	COM	05978R107	11621	416657	SH	DEFINED	18
BANK HAWAII CORP	COM	062540109	63	1310	SH	DEFINED	18
BANK MONTREAL QUE	COM	063671101	61	1000	SH	DEFINED	18
BANK NEW YORK INC	COM	064057102	26657	756000	SH	DEFINED	21
BANK NEW YORK INC	COM	064057102	138975	3941424	SH	DEFINED	18
BANK OF AMERICA CORPORATION	COM	060505104	110162	2056403	SH	DEFINED	21
BANK OF AMERICA CORPORATION	COM	060505104	895596	16718234	SH	DEFINED	18
BARCLAYS PLC	ADR	06738E204	32	640	SH	DEFINED	18
BARD C R INC	COM	067383109	208	2777	SH	DEFINED	18
BARNES & NOBLE INC	COM	067774109	45194	1191206	SH	DEFINED	18
BARRETT BILL CORP	COM	06846N104	1685	68620	SH	DEFINED	18
BARRICK GOLD CORP	COM	067901108	76689	2496381	SH	DEFINED	21
BARRICK GOLD CORP	COM	067901108	66598	2167905	SH	DEFINED	18
BAUSCH & LOMB INC	COM	071707103	915	18250	SH	DEFINED	18
BAXTER INTL INC	COM	071813109	45221	994744	SH	DEFINED	18
BAYER A G	SPONSORED ADR	072730302	50	984	SH	DEFINED	18
BB&T CORP	COM	054937107	3534	80720	SH	DEFINED	18
BCE INC	COM NEW	05534B760	129	4748	SH	DEFINED	18
BE AEROSPACE INC	COM	073302101	2286	108400	SH	DEFINED	18
BEA SYS INC	COM	073325102	1094	71987	SH	DEFINED	18
BEAR STEARNS COS INC	COM	073902108	35130	250748	SH	DEFINED	18
BEBE STORES INC	COM	075571109	2290	92420	SH	DEFINED	18
BECTON DICKINSON & CO	COM	075887109	383	5418	SH	DEFINED	18
BED BATH & BEYOND INC	COM	075896100	3683	96257	SH	DEFINED	21
BED BATH & BEYOND INC	COM	075896100	326755	8540389	SH	DEFINED	18
BEL FUSE INC	CL B	077347300	3816	118900	SH	DEFINED	18
BELLSOUTH CORP	COM	079860102	76500	1789473	SH	DEFINED	18
BEMIS INC	COM	081437105	364	11066	SH	DEFINED	18
BENCHMARK ELECTRS INC	COM	08160H101	20453	760901	SH	DEFINED	18
BENTLEY PHARMACEUTICALS INC	COM	082657107	31766	2647130	SH	DEFINED	18
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	539966	170122	SH	DEFINED	18
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	32	10	SH	DEFINED	21
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	814204	8499	SH	DEFINED	18
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	23471	245	SH	DEFINED	21
BERRY PETE CO	CL A	085789105	2042	72500	SH	DEFINED	18
BEST BUY INC	COM	086516101	39270	733200	SH	DEFINED	21
BEST BUY INC	COM	086516101	35854	669413	SH	DEFINED	18
BG PLC	ADR FIN INST N	055434203	40	655	SH	DEFINED	18
BHP BILLITON LTD	SPONSORED ADR	088606108	2975	78531	SH	DEFINED	18
BIOGEN IDEC INC	COM	09062X103	11301	252934	SH	DEFINED	21
BIOGEN IDEC INC	COM	09062X103	1717932	38449676	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

BIOMARIN PHARMACEUTICAL INC	COM		09061G101	35278	2479110	SH	DEFINED	18
BIOMARIN PHARMACEUTICAL INC	NOTE	2.500% 3/2	09061GAC5	4564	4100000	PRN	DEFINED	21
BIOMARIN PHARMACEUTICAL INC	NOTE	2.500% 3/2	09061GAC5	557	500000	PRN	DEFINED	18
BIOMARIN PHARMACEUTICAL INC	COM		09061G101	12141	853226	SH	DEFINED	21
BIOMED REALTY TRUST INC	COM		09063H107	5549	182910	SH	DEFINED	18
BIOMED REALTY TRUST INC	COM		09063H107	921	30350	SH	DEFINED	21
BIOMET INC	COM		090613100	439	13653	SH	DEFINED	18
BIOMIMETIC THERAPEUTICS INC	COM		09064X101	14221	1818500	SH	DEFINED	18
BIOSITE INC	COM		090945106	50238	1086700	SH	DEFINED	18
BIOTECH HOLDRS TR	DEPOSTRY RCPTS		09067D201	1	4	SH	DEFINED	18
BIOVAIL CORP	COM		09067J109	145	9525	SH	DEFINED	18
BIOVERIS CORP	COM		090676107	2262	240900	SH	DEFINED	18
BJ SVCS CO	COM		055482103	4348	144295	SH	DEFINED	18
BJ SVCS CO	COM		055482103	50	1670	SH	DEFINED	21
BJS WHOLESALE CLUB INC	COM		05548J106	4	139	SH	DEFINED	18
BLACK & DECKER CORP	COM		091797100	21383	269472	SH	DEFINED	18
BLACK BOX CORP DEL	COM		091826107	11928	306475	SH	DEFINED	18
BLACK HILLS CORP	COM		092113109	35	1049	SH	DEFINED	18
BLACKBAUD INC	COM		09227Q100	2186	99400	SH	DEFINED	18
BLACKBOARD INC	COM		091935502	24029	906745	SH	DEFINED	18
BLACKROCK FL INSD MUN 2008 T	COM		09247H106	14	1000	SH	DEFINED	18
BLACKROCK GLBL ENRGY & RES T	COM		09250U101	28	1124	SH	DEFINED	18
BLACKROCK HIGH INCOME SHS	SHS BEN INT		09250E107	6	2180	SH	DEFINED	18
BLACKROCK INC	CL A		09247X101	46	306	SH	DEFINED	18
BLACKROCK INCOME OPP TRUST I	COM		092475102	5	500	SH	DEFINED	18
BLACKROCK INCOME TR INC	COM		09247F100	1	140	SH	DEFINED	18
BLACKROCK INVT QUALITY MUN T	COM		09247D105	37	2000	SH	DEFINED	18
BLACKROCK MUN 2020 TERM TR	COM SHS		09249X109	41	2667	SH	DEFINED	18
BLACKROCK MUN INCOME TR	SH BEN INT		09248F109	12	691	SH	DEFINED	18
BLACKROCK MUN TARGET TERM TR	COM		09247M105	15	1500	SH	DEFINED	18
BLACKROCK N Y MUN INCOME TR	SH BEN INT		09248L106	8	495	SH	DEFINED	18
BLACKROCK NY MUNI 2018 TERM	COM		09248K108	0	9	SH	DEFINED	18
BLACKROCK PFD OPPORTUNITY TR	COM SHS		09249V103	0	1	SH	DEFINED	18
BLOCK H & R INC	COM		093671105	193	8862	SH	DEFINED	18
BLUE CHIP VALUE FD INC	COM		095333100	0	7	SH	DEFINED	18
BMC SOFTWARE INC	COM		055921100	724	26590	SH	DEFINED	18
BOB EVANS FARMS INC	COM		096761101	5	173	SH	DEFINED	18
BOEING CO	COM		097023105	67046	850302	SH	DEFINED	21
BOEING CO	COM		097023105	346107	4389435	SH	DEFINED	18
BORDERS GROUP INC	COM		099709107	8	400	SH	DEFINED	18
BORG WARNER INC	COM		099724106	7432	130005	SH	DEFINED	18
BOSTON PROPERTIES INC	COM		101122101	413	4000	SH	DEFINED	18
BOSTON SCIENTIFIC CORP	COM		101137107	77627	5248601	SH	DEFINED	18
BOULDER GROWTH & INCOME FD I	COM		101507101	6	670	SH	DEFINED	18
BOULDER TOTAL RETURN FD INC	COM		101541100	11	568	SH	DEFINED	18
BOWATER INC	COM		102183100	0	6	SH	DEFINED	18
BOYD GAMING CORP	COM		103304101	4	100	SH	DEFINED	18
BP PLC	SPONSORED ADR		055622104	45	691	SH	DEFINED	21
BP PLC	SPONSORED ADR		055622104	259482	3956727	SH	DEFINED	18
BRANDYWINE RLTY TR	SH BEN INT NEW		105368203	298	9156	SH	DEFINED	18
BRINKER INTL INC	COM		109641100	80	2000	SH	DEFINED	18
BRISTOL MYERS SQUIBB CO	COM		110122108	70633	2834393	SH	DEFINED	18
BRITISH AMERN TOB PLC	SPONSORED ADR		110448107	233	4258	SH	DEFINED	18
BROADCOM CORP	CL A		111320107	394002	12986217	SH	DEFINED	18
BROADCOM CORP	CL A		111320107	2672	88053	SH	DEFINED	21
BROCADE COMMUNICATIONS SYS I	COM		111621108	969	137250	SH	DEFINED	18
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH		112585104	17803	401500	SH	DEFINED	18
BROOKLINE BANCORP INC DEL	COM		11373M107	13659	993350	SH	DEFINED	18
BROWN FORMAN CORP	CL B		115637209	613	8000	SH	DEFINED	18
BRUSH ENGINEERED MATLS INC	COM		117421107	9781	393300	SH	DEFINED	18
BT GROUP PLC	ADR		05577E101	60	1186	SH	DEFINED	18
BUCKEYE TECHNOLOGIES INC	COM		118255108	17	2000	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

BUCKLE INC	COM		118440106	8536	225000	SH	DEFINED	18
BUNGE LIMITED	COM		G16962105	5	85	SH	DEFINED	18
BURLINGTON NORTHN SANTA FE C	COM		12189T104	3585	48813	SH	DEFINED	18
C COR INC	COM		125010108	37795	4405001	SH	DEFINED	18
C D W CORP	COM		12512N105	10236	165960	SH	DEFINED	18
C H ROBINSON WORLDWIDE INC	COM NEW		12541W209	3305	74138	SH	DEFINED	18
CA INC	COM		12673P105	2029	85650	SH	DEFINED	18
CABLEVISION SYS CORP	CL A NY CABLVS		12686C109	725846	31961532	SH	DEFINED	18
CABLEVISION SYS CORP	CL A NY CABLVS		12686C109	4794	211109	SH	DEFINED	21
CABOT MICROELECTRONICS CORP	COM		12709P103	71597	2484268	SH	DEFINED	18
CABOT OIL & GAS CORP	COM		127097103	5	112	SH	DEFINED	18
CADBURY SCHWEPPE PLC	ADR		127209302	71362	1668509	SH	DEFINED	18
CALAMOS CONV & HIGH INCOME F	COM SHS		12811P108	30	1760	SH	DEFINED	18
CALAMOS GLOBAL TOTAL RETURN	COM SH BEN INT		128118106	0	4	SH	DEFINED	18
CALAMOS STRATEGIC TOTL RETN	COM SH BEN INT		128125101	79	5344	SH	DEFINED	18
CALLAWAY GOLF CO	COM		131193104	12867	981450	SH	DEFINED	18
CAMERON INTERNATIONAL CORP	COM		13342B105	30948	640621	SH	DEFINED	18
CAMERON INTERNATIONAL CORP	COM		13342B105	79	1630	SH	DEFINED	21
CAMPBELL SOUP CO	COM		134429109	26495	725893	SH	DEFINED	18
CANADIAN NAT RES LTD	COM		136385101	94962	2083414	SH	DEFINED	18
CANADIAN NATL RY CO	COM		136375102	2433	58000	SH	DEFINED	18
CANADIAN PAC RY LTD	COM		13645T100	746	15000	SH	DEFINED	18
CANON INC	ADR		138006309	43837	838345	SH	DEFINED	18
CAPITAL ONE FINL CORP	COM		14040H105	301600	3834224	SH	DEFINED	18
CAPITAL ONE FINL CORP	COM		14040H105	112527	1430545	SH	DEFINED	21
CARBO CERAMICS INC	COM		140781105	4124	114450	SH	DEFINED	18
CARBO CERAMICS INC	COM		140781105	878	24360	SH	DEFINED	21
CARDINAL HEALTH INC	COM		14149Y108	3175	48295	SH	DEFINED	18
CAREMARK RX INC	COM		141705103	71	1252	SH	DEFINED	18
CARLISLE COS INC	COM		142339100	1969	23417	SH	DEFINED	18
CARNIVAL CORP	DBCV 2.000% 4/1		143658AN2	8904	7150000	PRN	DEFINED	21
CARNIVAL CORP	DBCV 2.000% 4/1		143658AN2	112076	900000	SH	DEFINED	18
CARNIVAL CORP	PAIRED CTF		143658300	14402	306233	SH	DEFINED	18
CASCADE FINL CORP	COM		147272108	7722	471150	SH	DEFINED	18
CATERPILLAR INC DEL	COM		149123101	278014	4225137	SH	DEFINED	18
CATERPILLAR INC DEL	COM		149123101	1772	26933	SH	DEFINED	21
CATO CORP NEW	CL A		149205106	12358	564050	SH	DEFINED	18
CB RICHARD ELLIS GROUP INC	CL A		12497T101	180	7320	SH	DEFINED	18
CBL & ASSOC PPTYS INC	COM		124830100	687	16400	SH	DEFINED	18
CBRL GROUP INC	COM		12489V106	25782	637688	SH	DEFINED	18
CBRL GROUP INC	NOTE 4/0		12489VAB2	1602	3300000	PRN	DEFINED	18
CBRL GROUP INC	NOTE 4/0		12489VAB2	12415	25575000	PRN	DEFINED	21
CBS CORP NEW	CL B		124857202	99	3523	SH	DEFINED	21
CBS CORP NEW	CL B		124857202	68747	2440426	SH	DEFINED	18
CBS CORP NEW	CL A		124857103	209	7405	SH	DEFINED	18
CEDAR FAIR L P	DEPOSITRY UNIT		150185106	13	500	SH	DEFINED	18
CEDAR SHOPPING CTRS INC	COM NEW		150602209	49	3000	SH	DEFINED	18
CELESTICA INC	SUB VTG SHS		15101Q108	204	18958	SH	DEFINED	18
CELGENE CORP	COM		151020104	24923	575586	SH	DEFINED	18
CELL GENESYS INC	COM		150921104	23	5000	SH	DEFINED	18
CEMEX SAB DE CV	SPON ADR 5 ORD		151290889	20186	671069	SH	DEFINED	18
CENTERPOINT ENERGY INC	COM		15189T107	78	5450	SH	DEFINED	18
CENTEX CORP	COM		152312104	304	5782	SH	DEFINED	18
CENTRAL PAC FINL CORP	COM		154760102	18276	499614	SH	DEFINED	18
CENTRAL SECS CORP	COM		155123102	99	3835	SH	DEFINED	18
CENTRAL VT PUB SVC CORP	COM		155771108	5	229	SH	DEFINED	18
CENTURYTEL INC	COM		156700106	872	21974	SH	DEFINED	18
CERIDIAN CORP NEW	COM		156779100	768	34352	SH	DEFINED	18
CERNER CORP	COM		156782104	1	28	SH	DEFINED	18
CH ENERGY GROUP INC	COM		12541M102	15	300	SH	DEFINED	18
CHARMING SHOPPES INC	COM		161133103	255863	17917550	SH	DEFINED	18
CHARMING SHOPPES INC	COM		161133103	2970	207967	SH	DEFINED	21



Edgar Filing: LEGG MASON INC - Form 13F-HR/A

CHARTER COMMUNICATIONS INC D	CL A	16117M107	596	392400	SH	DEFINED	21
CHATTEM INC	COM	162456107	228	6500	SH	DEFINED	18
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	39307	2060118	SH	DEFINED	18
CHECKPOINT SYS INC	COM	162825103	155	9390	SH	DEFINED	18
CHENIERE ENERGY INC	COM NEW	16411R208	21032	707900	SH	DEFINED	18
CHENIERE ENERGY INC	COM NEW	16411R208	600	20200	SH	DEFINED	21
CHESAPEAKE CORP	COM	165159104	9	600	SH	DEFINED	18
CHESAPEAKE ENERGY CORP	COM	165167107	12	425	SH	DEFINED	18
CHEVRON CORP NEW	COM	166764100	566	8728	SH	DEFINED	21
CHEVRON CORP NEW	COM	166764100	253074	3901844	SH	DEFINED	18
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY SH	167250109	1	35	SH	DEFINED	18
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	53	110	SH	DEFINED	18
CHICOS FAS INC	COM	168615102	499	23183	SH	DEFINED	18
CHILE FD INC	COM	168834109	19	1200	SH	DEFINED	18
CHINA GRENTech CORP LTD	ADR	16938P107	4807	464400	SH	DEFINED	18
CHINA GRENTech CORP LTD	ADR	16938P107	814	78600	SH	DEFINED	21
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	184	3700	SH	DEFINED	18
CHOICEPOINT INC	COM	170388102	182	5080	SH	DEFINED	18
CHUBB CORP	COM	171232101	660907	12719532	SH	DEFINED	18
CHUBB CORP	COM	171232101	76531	1472876	SH	DEFINED	21
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	3	177	SH	DEFINED	18
CHURCH & DWIGHT INC	COM	171340102	1469	37550	SH	DEFINED	18
CIENA CORP	NOTE 3.750% 2/0	171779AA9	54641	56600000	PRN	DEFINED	18
CIENA CORP	NOTE 3.750% 2/0	171779AA9	11343	11750000	PRN	DEFINED	21
CIGNA CORP	COM	125509109	548	4709	SH	DEFINED	18
CIMAREX ENERGY CO	COM	171798101	42260	1200910	SH	DEFINED	18
CINCINNATI BELL INC NEW	COM	171871106	1134	235300	SH	DEFINED	21
CINCINNATI BELL INC NEW	COM	171871106	5856	1214945	SH	DEFINED	18
CINCINNATI FINL CORP	COM	172062101	22523	468063	SH	DEFINED	18
CINTAS CORP	COM	172908105	34	844	SH	DEFINED	21
CINTAS CORP	COM	172908105	4643	113709	SH	DEFINED	18
CIRRUS LOGIC INC	COM	172755100	48468	6648506	SH	DEFINED	18
CISCO SYS INC	COM	17275R102	1727142	75158479	SH	DEFINED	18
CISCO SYS INC	COM	17275R102	59836	2603850	SH	DEFINED	21
CIT GROUP INC	COM	125581108	52638	1082424	SH	DEFINED	18
CITIGROUP INC	COM	172967101	9394	189122	SH	DEFINED	18
CITIGROUP INVTS LN FD INC	COM	17307C107	1	50	SH	DEFINED	18
CITIZENS COMMUNICATIONS CO	COM	17453B101	1200	85500	SH	DEFINED	21
CITIZENS COMMUNICATIONS CO	COM	17453B101	6608	470670	SH	DEFINED	18
CITRIX SYS INC	COM	177376100	2	61	SH	DEFINED	18
CITY BK LYNNWOOD WASH	COM	17770A109	2410	51249	SH	DEFINED	18
CITY NATL CORP	COM	178566105	7770	115865	SH	DEFINED	18
CKX INC	COM	12562M106	14	1100	SH	DEFINED	18
CLAIRES STORES INC	COM	179584107	170	5844	SH	DEFINED	18
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	31329	1085922	SH	DEFINED	18
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	2	79	SH	DEFINED	21
CLOROX CO DEL	COM	189054109	323	5123	SH	DEFINED	18
CMS ENERGY CORP	COM	125896100	1215	84116	SH	DEFINED	18
CNA FINL CORP	COM	126117100	2990	82998	SH	DEFINED	18
CNA SURETY CORP	COM	12612L108	39225	1941855	SH	DEFINED	18
CNET NETWORKS INC	COM	12613R104	2067	215987	SH	DEFINED	18
COACH INC	COM	189754104	21461	623858	SH	DEFINED	18
COCA COLA CO	COM	191216100	7436	166434	SH	DEFINED	21
COCA COLA CO	COM	191216100	903796	20228206	SH	DEFINED	18
COCA COLA ENTERPRISES INC	COM	191219104	342	16430	SH	DEFINED	18
COCA COLA HELLENIC BTTLG CO	SPONSORED ADR	1912EP104	148	4300	SH	DEFINED	18
COCA-COLA FEMSA S A DE C V	SPON ADR REP L	191241108	253	8100	SH	DEFINED	18
COGENT INC	COM	19239Y108	368	26811	SH	DEFINED	18
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	158	2138	SH	DEFINED	18
COHEN & STEERS INC	COM	19247A100	57798	1786100	SH	DEFINED	18
COHEN & STEERS PREM INC RLTY	COM	19247V104	28	1100	SH	DEFINED	18
COHEN & STEERS REIT & UTIL I	COM	19247Y108	3	150	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

COHEN & STEERS SELECT UTIL F	COM	19248A109	13	600	SH	DEFINED	18
COHEN & STEERS TOTAL RETURN	COM	19247R103	84	4250	SH	DEFINED	18
COLGATE PALMOLIVE CO	COM	194162103	40975	659816	SH	DEFINED	18
COLONIAL BANCGROUP INC	COM	195493309	0	18	SH	DEFINED	18
COLONIAL INTER HIGH INCOME F	SH BEN INT	195763107	0	8	SH	DEFINED	18
COLONIAL INTERMARKET INCM TR	SH BEN INT	195762109	0	16	SH	DEFINED	18
COLONIAL INVT GRADE MUN TR	SH BEN INT	195768106	11	1015	SH	DEFINED	18
COLONIAL PPTYS TR	COM SH BEN INT	195872106	478	10000	SH	DEFINED	18
COMCAST CORP NEW	CL A	20030N101	92455	2505556	SH	DEFINED	18
COMCAST CORP NEW	CL A	20030N101	109	2947	SH	DEFINED	21
COMCAST CORP NEW	CL A SPL	20030N200	1582274	42984892	SH	DEFINED	18
COMCAST CORP NEW	CL A SPL	20030N200	9971	270869	SH	DEFINED	21
COMERICA INC	COM	200340107	11454	201226	SH	DEFINED	18
COMMERCE BANCORP INC NJ	COM	200519106	1728	47083	SH	DEFINED	18
COMMERCE BANCORP INC NJ	COM	200519106	13403	365100	SH	DEFINED	21
COMMERCE BANCSHARES INC	COM	200525103	183	3624	SH	DEFINED	18
COMMERCE GROUP INC MASS	COM	200641108	306	10177	SH	DEFINED	18
COMMUNITY BK SYS INC	COM	203607106	18	800	SH	DEFINED	18
COMMUNITY HEALTH SYS INC NEW	COM	203668108	155	4160	SH	DEFINED	18
COMPANHIA BRASILEIRA DE DIST	SPON ADR PFD	20440T201	65	2486	SH	DEFINED	18
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	239	12900	SH	DEFINED	18
COMPASS BANCSHARES INC	COM	20449H109	1046	18365	SH	DEFINED	18
COMPASS MINERALS INTL INC	COM	20451N101	39660	1400936	SH	DEFINED	18
COMPASS MINERALS INTL INC	COM	20451N101	2372	83800	SH	DEFINED	21
COMPUCREDIT CORP	COM	20478N100	15	500	SH	DEFINED	18
COMPUGEN LTD	ORD	M25722105	1023	357769	SH	DEFINED	18
COMPUTER SCIENCES CORP	COM	205363104	5	105	SH	DEFINED	18
COMSTOCK RES INC	COM NEW	205768203	43	1595	SH	DEFINED	18
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	523	24403	SH	DEFINED	21
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	87599	4085794	SH	DEFINED	18
CON-WAY INC	COM	205944101	106	2370	SH	DEFINED	18
CONAGRA FOODS INC	COM	205887102	73	3000	SH	DEFINED	18
CONCUR TECHNOLOGIES INC	COM	206708109	2230	153250	SH	DEFINED	18
CONOCOPHILLIPS	COM	20825C104	21044	353499	SH	DEFINED	21
CONOCOPHILLIPS	COM	20825C104	88802	1491712	SH	DEFINED	18
CONSECO INC	COM NEW	208464883	45	2165	SH	DEFINED	21
CONSOLIDATED EDISON INC	COM	209115104	611	13230	SH	DEFINED	18
CONSOLIDATED TOMOKA LD CO	COM	210226106	160	2491	SH	DEFINED	18
CONSTELLATION BRANDS INC	CL A	21036P108	75	2600	SH	DEFINED	18
CONSTELLATION ENERGY GROUP I	COM	210371100	418	7069	SH	DEFINED	18
CONVERGYS CORP	COM	212485106	12	600	SH	DEFINED	18
COOPER CAMERON CORP	DBCV 1.500% 5/1	216640AE2	3801	2550000	PRN	DEFINED	21
COOPER CAMERON CORP	DBCV 1.500% 5/1	216640AE2	44722	300000	SH	DEFINED	18
COOPER COS INC	COM NEW	216648402	706	13200	SH	DEFINED	21
COOPER COS INC	COM NEW	216648402	4061	75901	SH	DEFINED	18
COOPER INDS LTD	CL A	G24182100	9546	112015	SH	DEFINED	18
COOPER TIRE & RUBR CO	COM	216831107	7358	731365	SH	DEFINED	18
COPART INC	COM	217204106	55	1961	SH	DEFINED	18
CORE LABORATORIES N V	COM	N22717107	1	10	SH	DEFINED	21
CORE LABORATORIES N V	COM	N22717107	267927	4199482	SH	DEFINED	18
COREL CORP NEW	COM	21869X103	7287	566200	SH	DEFINED	18
CORN PRODS INTL INC	COM	219023108	107	3302	SH	DEFINED	18
CORNING INC	COM	219350105	7559	309675	SH	DEFINED	21
CORNING INC	COM	219350105	157766	6463152	SH	DEFINED	18
CORPORATE EXECUTIVE BRD CO	COM	21988R102	2247	24990	SH	DEFINED	18
CORPORATE HIGH YIELD FD INC	COM	219914108	13	1619	SH	DEFINED	18
COSTCO WHSL CORP NEW	COM	22160K105	73178	1472993	SH	DEFINED	18
COUNTRYWIDE FINANCIAL CORP	COM	222372104	10589	302189	SH	DEFINED	18
COUNTRYWIDE FINANCIAL CORP	COM	222372104	11286	322100	SH	DEFINED	21
COUSINS PPTYS INC	COM	222795106	13027	380800	SH	DEFINED	18
COVAD COMMUNICATIONS GROUP I	COM	222814204	401	269163	SH	DEFINED	18
COVANCE INC	COM	222816100	4640	69901	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

COVANTA HLDG CORP	COM		22282E102	28119	1306020	SH	DEFINED	18
COVENTRY HEALTH CARE INC	COM		222862104	40675	789504	SH	DEFINED	18
COVENTRY HEALTH CARE INC	COM		222862104	22325	433328	SH	DEFINED	21
CRA INTL INC	COM		12618T105	1	29	SH	DEFINED	18
CRANE CO	COM		224399105	22002	526355	SH	DEFINED	18
CREDIT SUISSE ASSET MGMT INC	COM		224916106	23	5384	SH	DEFINED	18
CREDIT SUISSE GROUP	SPONSORED ADR		225401108	191	3300	SH	DEFINED	18
CREE INC	COM		225447101	229361	11405296	SH	DEFINED	18
CREE INC	COM		225447101	1953	97139	SH	DEFINED	21
CRESCENT REAL ESTATE EQUITIE	COM		225756105	55	2500	SH	DEFINED	18
CRH PLC	ADR		12626K203	41416	1195624	SH	DEFINED	18
CROCS INC	COM		227046109	3	100	SH	DEFINED	18
CROSS CTRY HEALTHCARE INC	COM		227483104	13378	786926	SH	DEFINED	18
CROWN HOLDINGS INC	COM		228368106	572	30750	SH	DEFINED	18
CSX CORP	COM		126408103	487	14844	SH	DEFINED	18
CTRIP COM INTL LTD	ADR		22943F100	6732	149756	SH	DEFINED	18
CTRIP COM INTL LTD	ADR		22943F100	899	20000	SH	DEFINED	21
CUBIST PHARMACEUTICALS INC	COM		229678107	2281	104930	SH	DEFINED	18
CULLEN FROST BANKERS INC	COM		229899109	21735	375910	SH	DEFINED	18
CULLEN FROST BANKERS INC	COM		229899109	1156	20000	SH	DEFINED	21
CULP INC	COM		230215105	196	35830	SH	DEFINED	18
CURTISS WRIGHT CORP	COM		231561101	21	700	SH	DEFINED	18
CVB FINL CORP	COM		126600105	95	6406	SH	DEFINED	18
CVS CORP	COM		126650100	34	1060	SH	DEFINED	21
CVS CORP	COM		126650100	33573	1045238	SH	DEFINED	18
CYMER INC	COM		232572107	254	5785	SH	DEFINED	18
CYPRESS SEMICONDUCTOR CORP	COM		232806109	178	10000	SH	DEFINED	18
CYTEC INDS INC	COM		232820100	69803	1255685	SH	DEFINED	18
CYTYC CORP	COM		232946103	2147	87695	SH	DEFINED	18
D R HORTON INC	COM		23331A109	143	5974	SH	DEFINED	18
DAIMLERCHRYSLER AG	ORD		D1668R123	208	4162	SH	DEFINED	18
DANAHER CORP DEL	COM		235851102	7175	104481	SH	DEFINED	18
DANAHER CORP DEL	NOTE	1/2	235851AF9	10784	10725000	PRN	DEFINED	21
DANAHER CORP DEL	NOTE	1/2	235851AF9	1408	1400000	PRN	DEFINED	18
DARDEN RESTAURANTS INC	COM		237194105	1108	26078	SH	DEFINED	18
DAVITA INC	COM		23918K108	9	151	SH	DEFINED	18
DEAN FOODS CO NEW	COM		242370104	30473	725207	SH	DEFINED	18
DEB SHOPS INC	COM		242728103	10955	427266	SH	DEFINED	18
DEBT STRATEGIES FD INC NEW	COM		24276Q109	39	5421	SH	DEFINED	18
DEERE & CO	COM		244199105	13259	158015	SH	DEFINED	18
DEL MONTE FOODS CO	COM		24522P103	20423	1954385	SH	DEFINED	18
DELL INC	COM		24702R101	410352	17966361	SH	DEFINED	18
DELL INC	COM		24702R101	5135	224825	SH	DEFINED	21
DELTIC TIMBER CORP	COM		247850100	35	742	SH	DEFINED	18
DELUXE CORP	COM		248019101	9	500	SH	DEFINED	18
DENBURY RES INC	COM NEW		247916208	18132	627412	SH	DEFINED	18
DENDRITE INTL INC	COM		248239105	4782	489000	SH	DEFINED	18
DENTSPLY INTL INC NEW	COM		249030107	2	60	SH	DEFINED	18
DEUTSCHE BANK AG NAMEN	ORD		D18190898	183	1515	SH	DEFINED	18
DEUTSCHE TELEKOM AG	SPONSORED ADR		251566105	791	49843	SH	DEFINED	18
DEVELOPERS DIVERSIFIED RLTY	COM		251591103	277	4968	SH	DEFINED	18
DEVON ENERGY CORP NEW	COM		25179M103	53050	840056	SH	DEFINED	18
DEVRY INC DEL	COM		251893103	64	3000	SH	DEFINED	18
DEXCOM INC	COM		252131107	1619	145505	SH	DEFINED	18
DIAGEO P L C	SPON ADR NEW		25243Q205	27467	386635	SH	DEFINED	18
DIAMOND OFFSHORE DRILLING IN	COM		25271C102	4871	67300	SH	DEFINED	18
DIAMOND OFFSHORE DRILLING IN	DBCV	1.500% 4/1	25271CAE2	75395	500000	SH	DEFINED	18
DIAMOND OFFSHORE DRILLING IN	DBCV	1.500% 4/1	25271CAE2	6936	4600000	PRN	DEFINED	21
DICKS SPORTING GOODS INC	COM		253393102	4778	104957	SH	DEFINED	18
DIEBOLD INC	COM		253651103	431	9901	SH	DEFINED	18
DIGIMARC CORP	COM		253807101	20	2600	SH	DEFINED	18
DIGITAL INSIGHT CORP	COM		25385P106	373	12720	SH	DEFINED	21

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

DIGITAL INSIGHT CORP	COM	25385P106	2156	73529	SH	DEFINED	18
DIGITAL RLTY TR INC	COM	253868103	810	25860	SH	DEFINED	18
DIGITAS INC	COM	25388K104	12145	1262442	SH	DEFINED	18
DIGITAS INC	COM	25388K104	2333	242500	SH	DEFINED	21
DILLARDS INC	CL A	254067101	13458	411180	SH	DEFINED	18
DIME BANCORP INC NEW	*W EXP 99/99/999	25429Q110	10	90000	SH	DEFINED	18
DIODES INC	COM	254543101	3492	80897	SH	DEFINED	18
DIRECTV GROUP INC	COM	25459L106	557	28309	SH	DEFINED	18
DISCOVERY HOLDING CO	CL A COM	25468Y107	1	98	SH	DEFINED	21
DISCOVERY HOLDING CO	CL A COM	25468Y107	95034	6572171	SH	DEFINED	18
DISNEY WALT CO	COM DISNEY	254687106	1554016	50275499	SH	DEFINED	18
DISNEY WALT CO	COM DISNEY	254687106	8428	272673	SH	DEFINED	21
DIVERSA CORP	COM	255064107	2	200	SH	DEFINED	18
DIVERSIFIED INCOME STRAT PTF	COM	255251100	0	5	SH	DEFINED	18
DJO INCORPORATED	COM	23325G104	3692	88900	SH	DEFINED	21
DJO INCORPORATED	COM	23325G104	17981	432970	SH	DEFINED	18
DNP SELECT INCOME FD	COM	23325P104	234	21858	SH	DEFINED	18
DOBSON COMMUNICATIONS CORP	CL A	256069105	3627	516700	SH	DEFINED	21
DOBSON COMMUNICATIONS CORP	CL A	256069105	10095	1438100	SH	DEFINED	18
DOLBY LABORATORIES INC	COM	25659T107	19275	971028	SH	DEFINED	21
DOLBY LABORATORIES INC	COM	25659T107	27688	1394859	SH	DEFINED	18
DOLLAR GEN CORP	COM	256669102	691	50711	SH	DEFINED	18
DOMINION RES INC VA NEW	COM	25746U109	998	13053	SH	DEFINED	18
DONNELLEY R R & SONS CO	COM	257867101	41427	1256887	SH	DEFINED	18
DORAL FINL CORP	COM	25811P100	16	2413	SH	DEFINED	18
DOVER CORP	COM	260003108	74	1570	SH	DEFINED	18
DOW CHEM CO	COM	260543103	270250	6933046	SH	DEFINED	18
DOW CHEM CO	COM	260543103	1037	26612	SH	DEFINED	21
DOW JONES & CO INC	COM	260561105	535	15950	SH	DEFINED	18
DOWNEY FINL CORP	COM	261018105	400	6008	SH	DEFINED	18
DPL INC	COM	233293109	305	11250	SH	DEFINED	18
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	4	170	SH	DEFINED	18
DREYFUS HIGH YIELD STRATEGIE	SH BEN INT	26200S101	0	75	SH	DEFINED	18
DREYFUS STRATEGIC MUN BD FD	COM	26202F107	40	4321	SH	DEFINED	18
DREYFUS STRATEGIC MUNS INC	COM	261932107	10	1036	SH	DEFINED	18
DRS TECHNOLOGIES INC	COM	23330X100	18773	429890	SH	DEFINED	18
DSP GROUP INC	COM	23332B106	35452	1551500	SH	DEFINED	18
DST SYS INC DEL	COM	233326107	736	11933	SH	DEFINED	18
DTE ENERGY CO	COM	233331107	79	1902	SH	DEFINED	18
DTF TAX-FREE INCOME INC	COM	23334J107	0	14	SH	DEFINED	18
DU PONT E I DE NEMOURS & CO	COM	263534109	702302	16393600	SH	DEFINED	18
DU PONT E I DE NEMOURS & CO	COM	263534109	79881	1864630	SH	DEFINED	21
DUFF & PHELPS UTIL CORP BD T	COM	26432K108	0	3	SH	DEFINED	18
DUKE ENERGY CORP NEW	COM	26441C105	173309	5738693	SH	DEFINED	18
DUKE REALTY CORP	COM NEW	264411505	6282	168200	SH	DEFINED	18
DUN & BRADSTREET CORP DEL NE	COM	26483E100	41	551	SH	DEFINED	18
DUQUESNE LT HLDGS INC	COM	266233105	11	571	SH	DEFINED	18
DWS HIGH INCOME TR	SHS	23337C109	0	3	SH	DEFINED	18
DWS MUN INCOME TR	COM	23338M106	24	2187	SH	DEFINED	18
DYCOM INDS INC	COM	267475101	30714	1428545	SH	DEFINED	18
DYNAMIC MATLS CORP	COM	267888105	2490	76800	SH	DEFINED	18
DYNEGY INC NEW	CL A	26816Q101	8247	1488703	SH	DEFINED	18
E M C CORP MASS	COM	268648102	104020	8682791	SH	DEFINED	18
E M C CORP MASS	COM	268648102	98	8140	SH	DEFINED	21
E ON AG	SPONSORED ADR	268780103	155	3895	SH	DEFINED	18
EAGLE MATERIALS INC	COM	26969P108	1	18	SH	DEFINED	18
EAST WEST BANCORP INC	COM	27579R104	1002	25300	SH	DEFINED	21
EAST WEST BANCORP INC	COM	27579R104	7090	178990	SH	DEFINED	18
EASTMAN CHEM CO	COM	277432100	721	13343	SH	DEFINED	18
EASTMAN KODAK CO	COM	277461109	651	29059	SH	DEFINED	18
EATON CORP	COM	278058102	78299	1137236	SH	DEFINED	18
EATON VANCE CORP	COM NON VTG	278265103	772	26754	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

EATON VANCE LTD DUR INCOME F	COM		27828H105	12	668	SH	DEFINED	18
EATON VANCE NY MUNI INCOME T	SH BEN INT		27826W104	30	1963	SH	DEFINED	18
EATON VANCE SR FLTNG RTE TR	COM		27828Q105	9	500	SH	DEFINED	18
EATON VANCE SR INCOME TR	SH BEN INT		27826S103	28	3414	SH	DEFINED	18
EATON VANCE TAX ADVT DIV INC	COM		27828G107	6	253	SH	DEFINED	18
EATON VANCE TX ADV GLBL DIV	COM		27828S101	385	16215	SH	DEFINED	18
EATON VANCE TXMGD GL BUYWR O	COM		27829C105	12	625	SH	DEFINED	18
EBAY INC	COM		278642103	843	29719	SH	DEFINED	21
EBAY INC	COM		278642103	373139	13157240	SH	DEFINED	18
ECHOSTAR COMMUNICATIONS NEW	CL A		278762109	119253	3642429	SH	DEFINED	18
ECHOSTAR COMMUNICATIONS NEW	CL A		278762109	51065	1559719	SH	DEFINED	21
ECI TELECOM LTD	ORD		268258100	2006	243100	SH	DEFINED	21
ECI TELECOM LTD	ORD		268258100	13160	1595100	SH	DEFINED	18
ECLIPSYS CORP	COM		278856109	2712	151425	SH	DEFINED	18
ECOLAB INC	COM		278865100	69548	1624197	SH	DEFINED	18
ECOLAB INC	COM		278865100	22212	518728	SH	DEFINED	21
EDISON INTL	COM		281020107	1156	27760	SH	DEFINED	18
EDP ENERGIAS DE PORTUGAL S A	SPONSORED ADR		268353109	6	130	SH	DEFINED	18
EDWARDS AG INC	COM		281760108	281	5280	SH	DEFINED	18
EDWARDS LIFESCIENCES CORP	COM		28176E108	329	7055	SH	DEFINED	18
EL PASO CORP	COM		28336L109	40	2930	SH	DEFINED	18
ELAN PLC	ADR		284131208	79	5054	SH	DEFINED	18
ELECTRONIC ARTS INC	COM		285512109	689240	12343120	SH	DEFINED	18
ELECTRONIC ARTS INC	COM		285512109	31190	558563	SH	DEFINED	21
ELECTRONIC DATA SYS NEW	COM		285661104	570	23261	SH	DEFINED	18
ELECTRONICS FOR IMAGING INC	DBC	1.500% 6/0	286082AA0	6900	6650000	PRN	DEFINED	21
ELECTRONICS FOR IMAGING INC	COM		286082102	26151	1142955	SH	DEFINED	18
ELECTRONICS FOR IMAGING INC	COM		286082102	4800	209782	SH	DEFINED	21
ELECTRONICS FOR IMAGING INC	DBC	1.500% 6/0	286082AA0	62254	600000	SH	DEFINED	18
ELIZABETH ARDEN INC	COM		28660G106	6535	404379	SH	DEFINED	18
ELIZABETH ARDEN INC	COM		28660G106	1123	69500	SH	DEFINED	21
ELKCORP	COM		287456107	652	24000	SH	DEFINED	21
ELKCORP	COM		287456107	3391	124900	SH	DEFINED	18
EMBARQ CORP	COM		29078E105	31290	646880	SH	DEFINED	21
EMBARQ CORP	COM		29078E105	74844	1547330	SH	DEFINED	18
EMCOR GROUP INC	COM		29084Q100	14287	260530	SH	DEFINED	18
EMDEON CORP	COM		290849108	9	750	SH	DEFINED	18
EMERGE INTERACTIVE INC	COM NEW		29088W301	0	5	SH	DEFINED	18
EMERSON ELEC CO	COM		291011104	386084	4603911	SH	DEFINED	18
EMERSON ELEC CO	COM		291011104	2703	32230	SH	DEFINED	21
EMISPHERE TECHNOLOGIES INC	COM		291345106	40	4700	SH	DEFINED	18
ENBRIDGE ENERGY PARTNERS L P	COM		29250R106	61	1300	SH	DEFINED	18
ENCANA CORP	COM		292505104	146448	3136607	SH	DEFINED	18
ENCORE ACQUISITION CO	COM		29255W100	1066	43800	SH	DEFINED	21
ENCORE ACQUISITION CO	COM		29255W100	6445	264800	SH	DEFINED	18
ENDESA S A	SPONSORED ADR		29258N107	35704	838117	SH	DEFINED	18
ENDO PHARMACEUTICALS HLDGS I	COM		29264F205	27829	854968	SH	DEFINED	18
ENDO PHARMACEUTICALS HLDGS I	COM		29264F205	1507	46300	SH	DEFINED	21
ENERGEN CORP	COM		29265N108	280	6684	SH	DEFINED	18
ENERGIZER HLDGS INC	COM		29266R108	95	1321	SH	DEFINED	18
ENERGY EAST CORP	COM		29266M109	3178	134000	SH	DEFINED	18
ENERGY PARTNERS LTD	COM		29270U105	123	5000	SH	DEFINED	18
ENERGY TRANSFER PRTRNS L P	UNIT LTD PARTN		29273R109	96	2069	SH	DEFINED	18
ENI S P A	SPONSORED ADR		26874R108	84	1405	SH	DEFINED	18
ENNIS INC	COM		293389102	218	10075	SH	DEFINED	18
ENSCO INTL INC	COM		26874Q100	23381	533440	SH	DEFINED	18
ENSCO INTL INC	COM		26874Q100	22915	522806	SH	DEFINED	21
ENTEGRIS INC	COM		29362U104	3001	275070	SH	DEFINED	18
ENTERCOM COMMUNICATIONS CORP	CL A		293639100	757	30050	SH	DEFINED	18
ENERGY CORP NEW	COM		29364G103	76	970	SH	DEFINED	18
ENTERPRISE PRODS PARTNERS L	COM		293792107	2938	109847	SH	DEFINED	18
ENZO BIOCHEM INC	COM		294100102	56724	4653300	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

EOG RES INC	COM	26875P101	3337	51300	SH	DEFINED	18
EPIQ SYS INC	COM	26882D109	9239	628070	SH	DEFINED	18
EQUIFAX INC	COM	294429105	55	1501	SH	DEFINED	18
EQUINIX INC	COM NEW	29444U502	3529	58715	SH	DEFINED	18
EQUITY INCOME FD	UT 1 EX SR-ATT	294700703	108	1076	SH	DEFINED	18
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	398	8700	SH	DEFINED	18
EQUITY OFFICE PROPERTIES TRU	COM	294741103	1805	45403	SH	DEFINED	18
EQUITY RESIDENTIAL	SH BEN INT	29476L107	11344	224270	SH	DEFINED	18
ERICSSON L M TEL CO	ADR B SEK 10	294821608	352	10220	SH	DEFINED	18
ESCO TECHNOLOGIES INC	COM	296315104	8	170	SH	DEFINED	18
ESSEX CORP	COM	296744105	35	2000	SH	DEFINED	18
EURONET WORLDWIDE INC	COM	298736109	5	192	SH	DEFINED	18
EURONET WORLDWIDE INC	NOTE 3.500%10/1	298736AF6	1738	1800000	PRN	DEFINED	18
EURONET WORLDWIDE INC	NOTE 3.500%10/1	298736AF6	13804	14300000	PRN	DEFINED	21
EUROZINC MNG CORP	COM	298804105	12	5000	SH	DEFINED	18
EVERGREEN INCOME ADVANTAGE F	COM SHS	30023Y105	8	588	SH	DEFINED	18
EXAR CORP	COM	300645108	14329	1078150	SH	DEFINED	18
EXCEL TECHNOLOGY INC	COM	30067T103	49125	1660190	SH	DEFINED	18
EXELIXIS INC	COM	30161Q104	468	53700	SH	DEFINED	18
EXELON CORP	COM	30161N101	5025	82996	SH	DEFINED	18
EXPEDIA INC DEL	COM	30212P105	210676	13435983	SH	DEFINED	18
EXPEDIA INC DEL	COM	30212P105	3519	224397	SH	DEFINED	21
EXPEDITORS INTL WASH INC	COM	302130109	25	566	SH	DEFINED	21
EXPEDITORS INTL WASH INC	COM	302130109	33	734	SH	DEFINED	18
EXTREME NETWORKS INC	COM	30226D106	2368	652300	SH	DEFINED	21
EXTREME NETWORKS INC	COM	30226D106	13421	3697300	SH	DEFINED	18
EXXON MOBIL CORP	COM	30231G102	1340824	19982474	SH	DEFINED	18
EXXON MOBIL CORP	COM	30231G102	65105	970261	SH	DEFINED	21
F M C CORP	COM NEW	302491303	487	7600	SH	DEFINED	18
FACTSET RESH SYS INC	COM	303075105	108	2215	SH	DEFINED	18
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	6	305	SH	DEFINED	18
FAMILY DLR STORES INC	COM	307000109	47615	1628561	SH	DEFINED	18
FASTENAL CO	COM	311900104	18	454	SH	DEFINED	18
FEDERAL HOME LN MTG CORP	COM	313400301	96567	1455863	SH	DEFINED	18
FEDERAL HOME LN MTG CORP	COM	313400301	93531	1410090	SH	DEFINED	21
FEDERAL NATL MTG ASSN	COM	313586109	909	16253	SH	DEFINED	18
FEDERATED DEPT STORES INC DE	COM	31410H101	686	15877	SH	DEFINED	18
FEDERATED INVS INC PA	CL B	314211103	27	785	SH	DEFINED	18
FEDEX CORP	COM	31428X106	13819	127150	SH	DEFINED	18
FEDEX CORP	COM	31428X106	27	250	SH	DEFINED	21
FELCOR LODGING TR INC	COM	31430F101	2301	114785	SH	DEFINED	18
FERRELLGAS PARTNERS L.P.	UNIT LTD PART	315293100	228	10000	SH	DEFINED	18
FIBERSTARS INC	COM	315662106	29	4000	SH	DEFINED	18
FIDELITY NATL FINL INC	COM	316326107	35769	858796	SH	DEFINED	18
FIDELITY NATL INFORMATION SV	COM	31620M106	19521	527600	SH	DEFINED	18
FIFTH THIRD BANCORP	COM	316773100	6439	169103	SH	DEFINED	18
FINANCIAL FED CORP	COM	317492106	9417	351379	SH	DEFINED	18
FIRST AMERN CORP CALIF	COM	318522307	51985	1227800	SH	DEFINED	18
FIRST BANCORP P R	COM	318672102	11	950	SH	DEFINED	18
FIRST CHARTER CORP	COM	319439105	1	40	SH	DEFINED	18
FIRST DATA CORP	COM	319963104	78630	1872142	SH	DEFINED	18
FIRST FINL BANCORP OH	COM	320209109	48	3016	SH	DEFINED	18
FIRST HORIZON NATL CORP	COM	320517105	15	400	SH	DEFINED	18
FIRST INDUSTRIAL REALTY TRUS	COM	32054K103	308	7000	SH	DEFINED	18
FIRST ISRAEL FD INC	COM	32063L100	181	10856	SH	DEFINED	18
FIRST MERCHANTS CORP	COM	320817109	167	7056	SH	DEFINED	18
FIRST NATL LINCOLN CORP ME	COM	335716106	3	200	SH	DEFINED	18
FIRST SEC GROUP INC	COM	336312103	11726	1017874	SH	DEFINED	18
FIRST ST BANCORPORATION	COM	336453105	13243	509916	SH	DEFINED	18
FIRST TR ABERDEEN GLBL OPP F	COM SHS	337319107	45	2500	SH	DEFINED	18
FIRSTENERGY CORP	COM	337932107	5572	99745	SH	DEFINED	18
FIRSTMERIT CORP	COM	337915102	873	37694	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

FIRSTSERVICE CORP	SUB VTG SH	33761N109	105	4400	SH	DEFINED	18
FISERV INC	COM	337738108	22	461	SH	DEFINED	18
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	22	275	SH	DEFINED	21
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	25378	324356	SH	DEFINED	18
FLAHERTY & CRUMRINE PFD INC	COM	33848E106	7	559	SH	DEFINED	18
FLORIDA EAST COAST INDS	COM	340632108	134358	2353858	SH	DEFINED	18
FLORIDA ROCK INDS INC	COM	341140101	92	2389	SH	DEFINED	18
FLUOR CORP NEW	COM	343412102	100	1300	SH	DEFINED	18
FMC TECHNOLOGIES INC	COM	30249U101	2723	50700	SH	DEFINED	18
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	39	400	SH	DEFINED	18
FOOT LOCKER INC	COM	344849104	789	31254	SH	DEFINED	18
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	17	500	SH	DEFINED	18
FORD MTR CO DEL	COM PAR \$0.01	345370860	35	4324	SH	DEFINED	18
FOREST CITY ENTERPRISES INC	CL A	345550107	187162	3446808	SH	DEFINED	18
FOREST CITY ENTERPRISES INC	CL B CONV	345550305	11522	212900	SH	DEFINED	18
FOREST LABS INC	COM	345838106	7262	143490	SH	DEFINED	21
FOREST LABS INC	COM	345838106	1241933	24539285	SH	DEFINED	18
FOREST OIL CORP	COM PAR \$0.01	346091705	4	132	SH	DEFINED	18
FORMFACTOR INC	COM	346375108	2397	56900	SH	DEFINED	18
FORT DEARBORN INCOME SECS IN	COM	347200107	1	87	SH	DEFINED	18
FORTUNE BRANDS INC	COM	349631101	22443	298800	SH	DEFINED	21
FORTUNE BRANDS INC	COM	349631101	9793	130388	SH	DEFINED	18
FOUNDATION COAL HLDGS INC	COM	35039W100	5	157	SH	DEFINED	18
FOUNDRY NETWORKS INC	COM	35063R100	20480	1557440	SH	DEFINED	18
FPL GROUP INC	COM	302571104	76412	1698040	SH	DEFINED	18
FRANCE TELECOM	SPONSORED ADR	35177Q105	201	8630	SH	DEFINED	18
FRANKLIN RES INC	COM	354613101	865	8182	SH	DEFINED	21
FRANKLIN RES INC	COM	354613101	82820	783168	SH	DEFINED	18
FRANKLIN TEMPLETON LTD DUR I	COM	35472T101	4	278	SH	DEFINED	18
FREEMPORT-MCMORAN COPPER & GO	CL B	35671D857	9	175	SH	DEFINED	18
FREESCALE SEMICONDUCTOR INC	COM CL A	35687M107	61751	1622894	SH	DEFINED	18
FREESCALE SEMICONDUCTOR INC	CL B	35687M206	111755	2940158	SH	DEFINED	18
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	70	1629	SH	DEFINED	18
FRIEDMAN BILLINGS RAMSEY GRO	CL A	358434108	6	800	SH	DEFINED	18
FRONTLINE LTD	SHS	G3682E127	135	3510	SH	DEFINED	18
FUJI PHOTO FILM LTD	ADR	359586302	11	294	SH	DEFINED	18
FURNITURE BRANDS INTL INC	COM	360921100	9161	481140	SH	DEFINED	18
GABELLI DIVD & INCOME TR	COM	36242H104	103	5332	SH	DEFINED	18
GABELLI EQUITY TR INC	COM	362397101	54	6148	SH	DEFINED	18
GABELLI GLB GLD NAT RES & IN	COM SHS BN INT	36244N109	0	7	SH	DEFINED	18
GABELLI GLOBAL MULTIMEDIA TR	COM	36239Q109	19	1741	SH	DEFINED	18
GABELLI UTIL TR	COM	36240A101	7	746	SH	DEFINED	18
GALLAHER GROUP PLC	SPONSORED ADR	363595109	154	2358	SH	DEFINED	18
GAMESTOP CORP NEW	CL B	36467W208	11	254	SH	DEFINED	18
GANNETT INC	COM	364730101	122115	2148777	SH	DEFINED	18
GAP INC DEL	COM	364760108	41	2178	SH	DEFINED	18
GARDNER DENVER INC	COM	365558105	2	62	SH	DEFINED	18
GARTNER INC	COM	366651107	9	520	SH	DEFINED	18
GASCO ENERGY INC	COM	367220100	403	149400	SH	DEFINED	21
GASCO ENERGY INC	COM	367220100	2276	842806	SH	DEFINED	18
GATEWAY INC	COM	367626108	9	4525	SH	DEFINED	18
GATX CORP	COM	361448103	153	3691	SH	DEFINED	18
GEN-PROBE INC NEW	COM	36866T103	2380	50759	SH	DEFINED	18
GENENTECH INC	COM NEW	368710406	5632	68096	SH	DEFINED	21
GENENTECH INC	COM NEW	368710406	1105271	13364821	SH	DEFINED	18
GENERAL AMERN INVS INC	COM	368802104	82	2181	SH	DEFINED	18
GENERAL DYNAMICS CORP	COM	369550108	12526	174772	SH	DEFINED	18
GENERAL ELECTRIC CO	COM	369604103	95626	2708957	SH	DEFINED	21
GENERAL ELECTRIC CO	COM	369604103	1728785	48974069	SH	DEFINED	18
GENERAL GROWTH PPTYS INC	COM	370021107	148	3100	SH	DEFINED	18
GENERAL MLS INC	COM	370334104	45	792	SH	DEFINED	21
GENERAL MLS INC	COM	370334104	171990	3038699	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

GENERAL MTRS CORP	COM	370442105	17030	512032	SH	DEFINED	18
GENESIS MICROCHIP INC DEL	COM	37184C103	1404	119300	SH	DEFINED	21
GENESIS MICROCHIP INC DEL	COM	37184C103	7699	654100	SH	DEFINED	18
GENTEK INC	COM NEW	37245X203	22	800	SH	DEFINED	18
GENTEX CORP	COM	371901109	142	10000	SH	DEFINED	18
GENUINE PARTS CO	COM	372460105	306	7093	SH	DEFINED	18
GENWORTH FINL INC	COM CL A	37247D106	9	250	SH	DEFINED	18
GENZYME CORP	COM	372917104	1382574	20491691	SH	DEFINED	18
GENZYME CORP	NOTE 1.250%12/0	372917AN4	9832	8950000	PRN	DEFINED	18
GENZYME CORP	NOTE 1.250%12/0	372917AN4	11782	10725000	PRN	DEFINED	21
GENZYME CORP	COM	372917104	6389	94695	SH	DEFINED	21
GEORGIA GULF CORP	COM PAR \$0.01	373200203	5	185	SH	DEFINED	18
GIBRALTAR INDS INC	COM	374689107	13207	595458	SH	DEFINED	18
GILEAD SCIENCES INC	COM	375558103	52	752	SH	DEFINED	21
GILEAD SCIENCES INC	COM	375558103	23515	341938	SH	DEFINED	18
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	391676	7358179	SH	DEFINED	18
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	2024	38018	SH	DEFINED	21
GLOBAL INDS LTD	COM	379336100	70	4500	SH	DEFINED	18
GLOBAL PMTS INC	COM	37940X102	7	153	SH	DEFINED	18
GLOBAL SIGNAL INC	COM	37944Q103	4403	87050	SH	DEFINED	18
GLOBAL SIGNAL INC	COM	37944Q103	913	18060	SH	DEFINED	21
GLOBALSANTAFE CORP	SHS	G3930E101	36584	731818	SH	DEFINED	21
GLOBALSANTAFE CORP	SHS	G3930E101	221155	4423992	SH	DEFINED	18
GMARKET INC	SPON ADR	38012G100	8223	552300	SH	DEFINED	18
GMARKET INC	SPON ADR	38012G100	1379	92600	SH	DEFINED	21
GMX RES INC	COM	38011M108	6189	197174	SH	DEFINED	18
GMX RES INC	COM	38011M108	1077	34300	SH	DEFINED	21
GOLDCORP INC NEW	COM	380956409	5	200	SH	DEFINED	18
GOLDEN WEST FINL CORP DEL	COM	381317106	136557	1767727	SH	DEFINED	18
GOLDEN WEST FINL CORP DEL	COM	381317106	86622	1121317	SH	DEFINED	21
GOLDMAN SACHS GROUP INC	COM	38141G104	84711	500747	SH	DEFINED	21
GOLDMAN SACHS GROUP INC	COM	38141G104	191973	1134793	SH	DEFINED	18
GOODMAN GLOBAL INC	COM	38239A100	5397	404240	SH	DEFINED	18
GOOGLE INC	CL A	38259P508	105618	262797	SH	DEFINED	18
GRACE W R & CO DEL NEW	COM	38388F108	3	200	SH	DEFINED	18
GRAINGER W W INC	COM	384802104	436	6508	SH	DEFINED	18
GRAMERCY CAP CORP	COM	384871109	770	30540	SH	DEFINED	21
GRAMERCY CAP CORP	COM	384871109	4713	186960	SH	DEFINED	18
GRANITE CONSTR INC	COM	387328107	539	10100	SH	DEFINED	18
GRANT PRIDECO INC	COM	38821G101	2168	56997	SH	DEFINED	21
GRANT PRIDECO INC	COM	38821G101	516423	13579355	SH	DEFINED	18
GREAT PLAINS ENERGY INC	COM	391164100	16	500	SH	DEFINED	18
GREATBATCH INC	COM	39153L106	5	200	SH	DEFINED	18
GREATER CHINA FD INC	COM	39167B102	9	466	SH	DEFINED	18
GRILL CONCEPTS INC	COM NEW	398502203	4	1250	SH	DEFINED	18
GROUPE CGI INC	CL A SUB VTG	39945C109	103	15735	SH	DEFINED	18
GROUPE DANONE	SPONSORED ADR	399449107	32048	1081977	SH	DEFINED	18
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	30269	1423749	SH	DEFINED	18
H & Q HEALTHCARE FD	SH BEN INT	404052102	16	942	SH	DEFINED	18
H & Q LIFE SCIENCES INVS	SH BEN INT	404053100	30	2240	SH	DEFINED	18
HAIN CELESTIAL GROUP INC	COM	405217100	4	156	SH	DEFINED	18
HALLIBURTON CO	NOTE 3.125% 7/1	406216AM3	7247	4600000	PRN	DEFINED	21
HALLIBURTON CO	NOTE 3.125% 7/1	406216AM3	945	600000	PRN	DEFINED	18
HALLIBURTON CO	COM	406216101	158097	5557002	SH	DEFINED	18
HALLIBURTON CO	COM	406216101	8637	303600	SH	DEFINED	21
HANCOCK JOHN PFD INCOME FD I	COM	41021P103	22	1007	SH	DEFINED	18
HANESBRANDS INC	COM	410345102	368	16353	SH	DEFINED	18
HANESBRANDS INC	COM	410345102	11	500	SH	DEFINED	21
HANOVER COMPRESSOR CO	COM	410768105	0	7	SH	DEFINED	18
HANSEN NAT CORP	COM	411310105	32	981	SH	DEFINED	18
HARLAND JOHN H CO	COM	412693103	9778	268270	SH	DEFINED	18
HARLEY DAVIDSON INC	COM	412822108	213	3400	SH	DEFINED	18



Edgar Filing: LEGG MASON INC - Form 13F-HR/A

HARMAN INTL INDS INC	COM		413086109	6	71	SH	DEFINED	18
HARRAHS ENTMT INC	COM		413619107	100	1500	SH	DEFINED	18
HARRIS CORP DEL	COM		413875105	5	108	SH	DEFINED	18
HARSCO CORP	COM		415864107	9689	124774	SH	DEFINED	18
HARTFORD FINL SVCS GROUP INC	COM		416515104	70603	813868	SH	DEFINED	18
HARTFORD FINL SVCS GROUP INC	COM		416515104	53	614	SH	DEFINED	21
HARVEY ELECTRONICS INC	COM		417660107	0	2	SH	DEFINED	18
HASBRO INC	COM		418056107	19	827	SH	DEFINED	21
HASBRO INC	COM		418056107	25851	1136289	SH	DEFINED	18
HAWAIIAN ELEC INDUSTRIES	COM		419870100	135	5000	SH	DEFINED	18
HCA INC	COM		404119109	1665	33371	SH	DEFINED	18
HCC INS HLDGS INC	COM		404132102	140	4269	SH	DEFINED	18
HEALTH CARE PPTY INVS INC	COM		421915109	487	15700	SH	DEFINED	18
HEALTH CARE REIT INC	COM		42217K106	42	1054	SH	DEFINED	18
HEALTH MGMT ASSOC INC NEW	CL A		421933102	674	32247	SH	DEFINED	18
HEALTH NET INC	COM		42222G108	10636	244400	SH	DEFINED	18
HEALTH NET INC	COM		42222G108	1279	29400	SH	DEFINED	21
HEALTHCARE RLTY TR	COM		421946104	58	1511	SH	DEFINED	18
HEALTHTRONICS INC	COM		42222L107	3	500	SH	DEFINED	18
HEALTHWAYS INC	COM		422245100	2	38	SH	DEFINED	18
HEARST-ARGYLE TELEVISION INC	COM		422317107	1148	50000	SH	DEFINED	18
HEARTLAND EXPRESS INC	COM		422347104	5	346	SH	DEFINED	18
HEICO CORP NEW	CL A		422806208	13085	450430	SH	DEFINED	18
HEINZ H J CO	COM		423074103	63277	1509122	SH	DEFINED	18
HERSHEY CO	COM		427866108	24512	458605	SH	DEFINED	18
HESS CORP	COM		42809H107	1063	25670	SH	DEFINED	18
HEWLETT PACKARD CO	COM		428236103	13364	364233	SH	DEFINED	18
HEXCEL CORP NEW	COM		428291108	2705	191200	SH	DEFINED	18
HIGH INCOME OPPORTUNITY FD I	COM		42967Q105	1	164	SH	DEFINED	18
HILLENBRAND INDS INC	COM		431573104	6	110	SH	DEFINED	18
HILTON HOTELS CORP	COM		432848109	21249	762988	SH	DEFINED	18
HILTON HOTELS CORP	NOTE	3.375% 4/1	432848AZ2	916	700000	PRN	DEFINED	18
HILTON HOTELS CORP	NOTE	3.375% 4/1	432848AZ2	7362	5625000	PRN	DEFINED	21
HITACHI LIMITED	ADR	10 COM	433578507	29	500	SH	DEFINED	18
HITTITE MICROWAVE CORP	COM		43365Y104	2159	48520	SH	DEFINED	18
HNI CORP	COM		404251100	69	1650	SH	DEFINED	18
HOME DEPOT INC	COM		437076102	57828	1594369	SH	DEFINED	21
HOME DEPOT INC	COM		437076102	1270706	35034626	SH	DEFINED	18
HOME PROPERTIES INC	COM		437306103	486	8500	SH	DEFINED	18
HONDA MOTOR LTD	AMERN	SHS	438128308	26154	777692	SH	DEFINED	18
HONEYWELL INTL INC	COM		438516106	612378	14972578	SH	DEFINED	18
HONEYWELL INTL INC	COM		438516106	26521	648439	SH	DEFINED	21
HORACE MANN EDUCATORS CORP N	COM		440327104	381	19800	SH	DEFINED	18
HORMEL FOODS CORP	COM		440452100	464	12886	SH	DEFINED	18
HOSPIRA INC	COM		441060100	838	21897	SH	DEFINED	18
HOST HOTELS & RESORTS INC	COM		44107P104	13067	569878	SH	DEFINED	18
HOUSEVALUES INC	COM		44183Y102	73	12471	SH	DEFINED	18
HRPT PPTYS TR	COM	SH BEN INT	40426W101	98	8215	SH	DEFINED	18
HSBC HLDGS PLC	SPON	ADR NEW	404280406	27631	301875	SH	DEFINED	18
HSBC HLDGS PLC	ADR	A 1/40PF A	404280604	35	1400	SH	DEFINED	18
HUBBELL INC	CL	B	443510201	61	1274	SH	DEFINED	18
HUDSON CITY BANCORP	COM		443683107	22214	1676500	SH	DEFINED	21
HUDSON CITY BANCORP	COM		443683107	111703	8430391	SH	DEFINED	18
HUDSON HIGHLAND GROUP INC	COM		443792106	41	4152	SH	DEFINED	18
HUGOTON RTY TR TEX	UNIT	BEN INT	444717102	105	4000	SH	DEFINED	18
HUMANA INC	COM		444859102	1853	28043	SH	DEFINED	18
HUNTINGTON BANCSHARES INC	COM		446150104	909	38001	SH	DEFINED	18
IAC INTERACTIVECORP	COM	NEW	44919P300	495744	17237258	SH	DEFINED	18
IAC INTERACTIVECORP	COM	NEW	44919P300	3758	130682	SH	DEFINED	21
IBERIABANK CORP	COM		450828108	5518	90455	SH	DEFINED	18
IDACORP INC	COM		451107106	11	301	SH	DEFINED	18
IDEX CORP	COM		45167R104	1490	34600	SH	DEFINED	21

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

IDEX CORP	COM	45167R104	27149	630645	SH	DEFINED	18
IDEXX LABS INC	COM	45168D104	58	640	SH	DEFINED	18
IKON OFFICE SOLUTIONS INC	COM	451713101	6	430	SH	DEFINED	18
ILLINOIS TOOL WKS INC	COM	452308109	12281	273522	SH	DEFINED	18
IMATION CORP	COM	45245A107	5	130	SH	DEFINED	18
IMCLONE SYS INC	COM	45245W109	710	25075	SH	DEFINED	21
IMCLONE SYS INC	COM	45245W109	265434	9372687	SH	DEFINED	18
IMPERIAL OIL LTD	COM NEW	453038408	30	883	SH	DEFINED	18
IMPERIAL SUGAR CO NEW	COM NEW	453096208	239	7680	SH	DEFINED	21
IMPERIAL TOBACCO GROUP PLC	SPONSORED ADR	453142101	76	1135	SH	DEFINED	18
INCO LTD	COM	453258402	15	200	SH	DEFINED	18
INCYTE CORP	NOTE 3.500% 2/1	45337CAE2	4908	6550000	PRN	DEFINED	21
INCYTE CORP	NOTE 3.500% 2/1	45337CAE2	581	775000	PRN	DEFINED	18
INDIA FD INC	COM	454089103	0	2000	SH	DEFINED	18
INFINITY PPTY & CAS CORP	COM	45665Q103	49	1201	SH	DEFINED	18
INFORMATICA CORP	COM	45666Q102	2627	193280	SH	DEFINED	18
INFOSPACE INC	COM NEW	45678T201	100	5448	SH	DEFINED	18
ING CLARION GLB RE EST INCM	COM	44982G104	25	1243	SH	DEFINED	18
ING CLARION REAL EST INCOME	COM SHS	449788108	0	4	SH	DEFINED	18
ING GLBL ADV & PREM OPP FUND	COM	44982N109	0	21	SH	DEFINED	18
ING GLOBAL EQTY DIV & PREM O	COM	45684E107	0	8	SH	DEFINED	18
ING GROEP N V	SPONSORED ADR	456837103	33590	763751	SH	DEFINED	18
ING PRIME RATE TR	SH BEN INT	44977W106	11	1526	SH	DEFINED	18
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	1495	39355	SH	DEFINED	18
INGRAM MICRO INC	CL A	457153104	6	290	SH	DEFINED	18
INPUT/OUTPUT INC	COM	457652105	39674	3995350	SH	DEFINED	18
INPUT/OUTPUT INC	COM	457652105	1853	186600	SH	DEFINED	21
INTEL CORP	COM	458140100	7759	377180	SH	DEFINED	21
INTEL CORP	COM	458140100	1125092	54695764	SH	DEFINED	18
INTERGRAPH CORP	COM	458683109	29306	683438	SH	DEFINED	18
INTERMEDIATE MUNI FD INC	COM	45880P104	1	122	SH	DEFINED	18
INTERMUNE INC	NOTE 0.250% 3/0	45884XAC7	2615	2775000	PRN	DEFINED	21
INTERNATIONAL ASSETS HLDG CO	COM	459028106	9	400	SH	DEFINED	18
INTERNATIONAL BUSINESS MACHS	COM	459200101	28966	353502	SH	DEFINED	21
INTERNATIONAL BUSINESS MACHS	COM	459200101	489270	5971081	SH	DEFINED	18
INTERNATIONAL DISPLAYWORKS I	COM	459412102	90	14100	SH	DEFINED	18
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	61879	1564977	SH	DEFINED	18
INTERNATIONAL GAME TECHNOLOG	COM	459902102	168	4043	SH	DEFINED	18
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	30	2400	SH	DEFINED	18
INTERNET SEC SYS INC	COM	46060X107	286	10316	SH	DEFINED	18
INTERPUBLIC GROUP COS INC	COM	460690100	277573	28037673	SH	DEFINED	18
INTERPUBLIC GROUP COS INC	COM	460690100	2148	216933	SH	DEFINED	21
INTERSIL CORP	CL A	46069S109	1	55	SH	DEFINED	18
INTL PAPER CO	COM	460146103	6252	180535	SH	DEFINED	18
INTUIT	COM	461202103	448	13950	SH	DEFINED	18
INVENTIV HEALTH INC	COM	46122E105	1602	50000	SH	DEFINED	18
INVESTMENT GRADE MUN INCOME	COM	461368102	19	1359	SH	DEFINED	18
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	3037	67860	SH	DEFINED	18
INVESTORS FINL SERVICES CORP	COM	461915100	7680	178281	SH	DEFINED	18
INVITROGEN CORP	COM	46185R100	307	4835	SH	DEFINED	18
INVITROGEN CORP	NOTE 1.500% 2/1	46185RAK6	1482	1700000	PRN	DEFINED	18
INVITROGEN CORP	NOTE 1.500% 2/1	46185RAK6	12031	13800000	PRN	DEFINED	21
IRELAND BK	SPONSORED ADR	46267Q103	28772	365219	SH	DEFINED	18
IRON MTN INC	COM	462846106	0	1	SH	DEFINED	18
ISHARES INC	MSCI SINGAPORE	464286673	50	5325	SH	DEFINED	18
ISHARES INC	MSCI ITALY	464286855	14	464	SH	DEFINED	18
ISHARES INC	MSCI JAPAN	464286848	65044	4803804	SH	DEFINED	18
ISHARES INC	MSCI FRANCE	464286707	14	452	SH	DEFINED	18
ISHARES INC	MSCI PAC J IDX	464286665	2224	20041	SH	DEFINED	18
ISHARES INC	MSCI AUSTRALIA	464286103	14	673	SH	DEFINED	18
ISHARES INC	MSCI BELGIUM	464286301	13	564	SH	DEFINED	18
ISHARES INC	MSCI TAIWAN	464286731	14	1063	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

ISHARES SILVER TRUST	ISHARES	46428Q109	5	44	SH	DEFINED	18
ISHARES TR	DJ US ENERGY	464287796	29	315	SH	DEFINED	18
ISHARES TR	RUSSELL1000GRW	464287614	1330	25525	SH	DEFINED	18
ISHARES TR	RUSL 2000 VALU	464287630	31448	426419	SH	DEFINED	18
ISHARES TR	RUSL 2000 GROW	464287648	5791	80000	SH	DEFINED	18
ISHARES TR	RUSL 2000 GROW	464287648	1412	19500	SH	DEFINED	21
ISHARES TR	RUSSELL 2000	464287655	479	6650	SH	DEFINED	18
ISHARES TR	RUSL 3000 GROW	464287671	130	3075	SH	DEFINED	18
ISHARES TR	RUSSELL 3000	464287689	18	235	SH	DEFINED	18
ISHARES TR	DJ US TELECOMM	464287713	14	499	SH	DEFINED	18
ISHARES TR	S&P SMLCAP 600	464287804	79	1285	SH	DEFINED	18
ISHARES TR	CONS GOODS IDX	464287812	33	580	SH	DEFINED	18
ISHARES TR	S&P EURO PLUS	464287861	13723	142072	SH	DEFINED	18
ISHARES TR	RUSSELL1000VAL	464287598	27052	351000	SH	DEFINED	18
ISHARES TR	RUSSELL MIDCAP	464287499	154	1656	SH	DEFINED	18
ISHARES TR	DJ US UTILS	464287697	16	190	SH	DEFINED	18
ISHARES TR	GLDM SACHS TEC	464287549	29	611	SH	DEFINED	18
ISHARES TR	NASDQ BIO INDX	464287556	16187	219394	SH	DEFINED	18
ISHARES TR	MSCI EAFE IDX	464287465	17593	259672	SH	DEFINED	18
ISHARES TR	20+ YR TRS BD	464287432	76	850	SH	DEFINED	18
ISHARES TR	S&P LTN AM 40	464287390	1	7	SH	DEFINED	18
ISHARES TR	S&P GBL FIN	464287333	1	17	SH	DEFINED	18
ISHARES TR	S&P GBL HLTHCR	464287325	1	25	SH	DEFINED	18
ISHARES TR	MSCI EMERG MKT	464287234	3991	41238	SH	DEFINED	18
ISHARES TR	LEHMAN AGG BND	464287226	11	105	SH	DEFINED	18
ISHARES TR	FTSE XNHUA IDX	464287184	768	9443	SH	DEFINED	18
ISHARES TR	DJ SEL DIV INX	464287168	34	515	SH	DEFINED	18
ISHARES TR	COHEN&ST RLTY	464287564	10	113	SH	DEFINED	18
ISIS PHARMACEUTICALS INC	COM	464330109	27303	3802627	SH	DEFINED	18
ISIS PHARMACEUTICALS INC DEL	NOTE 5.500% 5/0	464337AC8	12033	12900000	PRN	DEFINED	18
ISTAR FINL INC	COM	45031U101	284	6800	SH	DEFINED	18
ITC HLDGS CORP	COM	465685105	1610	51600	SH	DEFINED	21
ITC HLDGS CORP	COM	465685105	31180	999350	SH	DEFINED	18
ITRON INC	COM	465741106	2578	46200	SH	DEFINED	18
ITT CORP NEW	COM	450911102	327	6370	SH	DEFINED	18
J CREW GROUP INC	COM	46612H402	4195	139500	SH	DEFINED	18
J2 GLOBAL COMMUNICATIONS INC	COM NEW	46626E205	21123	777448	SH	DEFINED	18
JACOBS ENGR GROUP INC DEL	COM	469814107	4	53	SH	DEFINED	18
JANUS CAP GROUP INC	COM	47102X105	213	10800	SH	DEFINED	18
JAPAN EQUITY FD INC	COM	471057109	167	20550	SH	DEFINED	18
JDS UNIPHASE CORP	COM	46612J101	2028	926166	SH	DEFINED	18
JEFFERIES GROUP INC NEW	COM	472319102	5	160	SH	DEFINED	18
JETBLUE AWYS CORP	COM	477143101	1946	210649	SH	DEFINED	18
JETBLUE AWYS CORP	NOTE 3.500% 7/1	477143AB7	6938	7675000	PRN	DEFINED	21
JETBLUE AWYS CORP	NOTE 3.500% 7/1	477143AB7	904	1000000	PRN	DEFINED	18
JLG INDS INC	COM	466210101	1789	90300	SH	DEFINED	21
JLG INDS INC	COM	466210101	23863	1204611	SH	DEFINED	18
JOHN HANCOCK BK &THRIFT OPP	SH BEN INT	409735107	140	14436	SH	DEFINED	18
JOHNSON & JOHNSON	COM	478160104	1913865	29471274	SH	DEFINED	18
JOHNSON & JOHNSON	COM	478160104	36900	568221	SH	DEFINED	21
JOHNSON CTLS INC	COM	478366107	336	4690	SH	DEFINED	18
JONES APPAREL GROUP INC	COM	480074103	240	7400	SH	DEFINED	18
JOY GLOBAL INC	COM	481165108	2	66	SH	DEFINED	18
JP MORGAN CHASE & CO	COM	46625H100	124561	2652493	SH	DEFINED	21
JP MORGAN CHASE & CO	COM	46625H100	1008122	21467669	SH	DEFINED	18
JUNIPER NETWORKS INC	COM	48203R104	169102	9786018	SH	DEFINED	18
K-SWISS INC	CL A	482686102	6863	228300	SH	DEFINED	18
K-SWISS INC	CL A	482686102	1103	36700	SH	DEFINED	21
K2 INC	COM	482732104	7081	603665	SH	DEFINED	18
KADANT INC	COM	48282T104	57	2313	SH	DEFINED	18
KANSAS CITY SOUTHERN	COM NEW	485170302	74	2700	SH	DEFINED	18
KAYDON CORP	COM	486587108	18785	507438	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

KAYNE ANDERSON ENRGY TTL RT	COM		48660P104	14	563	SH	DEFINED	18
KAYNE ANDERSON MLP INVSMNT C	COM		486606106	32	1142	SH	DEFINED	18
KB HOME	COM		48666K109	1656	37817	SH	DEFINED	18
KELLOGG CO	COM		487836108	31856	643305	SH	DEFINED	21
KELLOGG CO	COM		487836108	46965	948402	SH	DEFINED	18
KEMET CORP	COM		488360108	2	300	SH	DEFINED	18
KENEXA CORP	COM		488879107	2280	90400	SH	DEFINED	18
KENNAMETAL INC	COM		489170100	13613	240300	SH	DEFINED	18
KEYCORP NEW	COM		493267108	445	11883	SH	DEFINED	18
KEYSPAN CORP	COM		49337W100	5856	142346	SH	DEFINED	18
KILROY RLTY CORP	COM		49427F108	490	6500	SH	DEFINED	18
KIMBERLY CLARK CORP	COM		494368103	480696	7354596	SH	DEFINED	18
KIMBERLY CLARK CORP	COM		494368103	46715	714731	SH	DEFINED	21
KIMCO REALTY CORP	COM		49446R109	69	1601	SH	DEFINED	18
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER		494550106	1721	39221	SH	DEFINED	18
KINDER MORGAN INC KANS	COM		49455P101	109	1038	SH	DEFINED	18
KING PHARMACEUTICALS INC	COM		495582108	107155	6292143	SH	DEFINED	18
KIRBY CORP	COM		497266106	15098	481894	SH	DEFINED	18
KKR FINL CORP	COM		482476306	28	1150	SH	DEFINED	18
KLA-TENCOR CORP	COM		482480100	2	55	SH	DEFINED	18
KLA-TENCOR CORP	COM		482480100	25	552	SH	DEFINED	21
KNIGHT TRANSN INC	COM		499064103	2	97	SH	DEFINED	18
KOHL'S CORP	COM		500255104	34	530	SH	DEFINED	21
KOHL'S CORP	COM		500255104	495	7625	SH	DEFINED	18
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW		500472303	40223	1148912	SH	DEFINED	18
KOREA FD	COM		500634100	37	1000	SH	DEFINED	18
KORN FERRY INTL	COM NEW		500643200	2588	123600	SH	DEFINED	18
KRAFT FOODS INC	CL A		50075N104	313847	8801081	SH	DEFINED	18
KRAFT FOODS INC	CL A		50075N104	1807	50668	SH	DEFINED	21
KROGER CO	COM		501044101	85078	3676656	SH	DEFINED	18
KROGER CO	COM		501044101	39704	1715800	SH	DEFINED	21
KRONOS WORLDWIDE INC	COM		50105F105	182	6320	SH	DEFINED	18
KT CORP	SPONSORED ADR		48268K101	104	4853	SH	DEFINED	18
KUBOTA CORP	ADR		501173207	1	36	SH	DEFINED	18
KULICKE & SOFFA INDS INC	COM		501242101	13938	1576700	SH	DEFINED	18
KYOCERA CORP	ADR		501556203	154	1795	SH	DEFINED	18
L-3 COMMUNICATIONS CORP	DEBT 3.000% 8/0		502413AW7	4692	4600000	PRN	DEFINED	21
L-3 COMMUNICATIONS CORP	DEBT 3.000% 8/0		502413AW7	50996	500000	SH	DEFINED	18
L-3 COMMUNICATIONS HLDGS INC	COM		502424104	968197	12360493	SH	DEFINED	18
L-3 COMMUNICATIONS HLDGS INC	COM		502424104	4916	62765	SH	DEFINED	21
LABOR READY INC	COM NEW		505401208	10972	688765	SH	DEFINED	18
LABORATORY CORP AMER HLDGS	COM NEW		50540R409	84	1277	SH	DEFINED	18
LADENBURG THALMAN FIN SVCS I	COM		50575Q102	0	205	SH	DEFINED	18
LAM RESEARCH CORP	COM		512807108	20422	450515	SH	DEFINED	18
LAMAR ADVERTISING CO	CL A		512815101	32845	614961	SH	DEFINED	18
LANCASTER COLONY CORP	COM		513847103	76	1703	SH	DEFINED	18
LANDSTAR SYS INC	COM		515098101	2233	52300	SH	DEFINED	18
LANNET INC	COM		516012101	3	500	SH	DEFINED	18
LAS VEGAS SANDS CORP	COM		517834107	36578	535150	SH	DEFINED	18
LASALLE HOTEL PPTYS	COM SH BEN INT		517942108	13461	310600	SH	DEFINED	18
LASERCARD CORP	COM		51807U101	5057	387800	SH	DEFINED	18
LAUDER ESTEE COS INC	CL A		518439104	1981	49124	SH	DEFINED	18
LAWSON SOFTWARE INC NEW	COM		52078P102	13272	1830680	SH	DEFINED	18
LAZARD GLB TTL RET&INCM FD I	COM		52106W103	0	13	SH	DEFINED	18
LAZARD LTD	SHS A		G54050102	168	4200	SH	DEFINED	18
LEAPFROG ENTERPRISES INC	CL A		52186N106	75	9500	SH	DEFINED	18
LEAR CORP	COM		521865105	2	97	SH	DEFINED	21
LEAR CORP	COM		521865105	46258	2234687	SH	DEFINED	18
LEE ENTERPRISES INC	COM		523768109	1634	64742	SH	DEFINED	18
LEGG MASON INC	COM		524901105	666	6600	SH	DEFINED	18
LEHMAN BROS HLDGS INC	COM		524908100	2063323	27935589	SH	DEFINED	18
LEHMAN BROS HLDGS INC	COM		524908100	8176	110698	SH	DEFINED	21

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

LENNAR CORP	CL A		526057104	168	3718	SH	DEFINED	18
LEUCADIA NATL CORP	COM		527288104	4256	162630	SH	DEFINED	18
LEVEL 3 COMMUNICATIONS INC	NOTE	6.000% 3/1	52729NAS9	1055	1200000	PRN	DEFINED	18
LEVEL 3 COMMUNICATIONS INC	COM		52729N100	421	78172	SH	DEFINED	18
LEVEL 3 COMMUNICATIONS INC	NOTE	6.000% 3/1	52729NAS9	7652	8700000	PRN	DEFINED	21
LEXINGTON CORP PPTYS TR	COM		529043101	64	3000	SH	DEFINED	18
LEXMARK INTL NEW	CL A		529771107	786	13625	SH	DEFINED	21
LEXMARK INTL NEW	CL A		529771107	100071	1735529	SH	DEFINED	18
LIBERTY ALL STAR EQUITY FD	SH BEN INT		530158104	58	7354	SH	DEFINED	18
LIBERTY ALL-STAR GROWTH FD I	COM		529900102	0	76	SH	DEFINED	18
LIBERTY GLOBAL INC	COM SER A		530555101	103233	4010599	SH	DEFINED	18
LIBERTY GLOBAL INC	COM SER A		530555101	1383	53713	SH	DEFINED	21
LIBERTY GLOBAL INC	COM SER C		530555309	0	12	SH	DEFINED	21
LIBERTY GLOBAL INC	COM SER C		530555309	58289	2325966	SH	DEFINED	18
LIBERTY MEDIA CORP NEW	DEB	0.750% 3/3	530718AF2	99286	900000	SH	DEFINED	18
LIBERTY MEDIA CORP NEW	DEB	0.750% 3/3	530718AF2	7336	6650000	PRN	DEFINED	21
LIBERTY MEDIA HLDG CORP	CAP COM SER A		53071M302	412140	4931673	SH	DEFINED	18
LIBERTY MEDIA HLDG CORP	INT COM SER A		53071M104	22387	1098497	SH	DEFINED	21
LIBERTY MEDIA HLDG CORP	INT COM SER A		53071M104	563769	27662845	SH	DEFINED	18
LIBERTY MEDIA HLDG CORP	CAP COM SER A		53071M302	17346	207566	SH	DEFINED	21
LIBERTY PPTY TR	SH BEN INT		531172104	6609	138300	SH	DEFINED	18
LIFECCELL CORP	COM		531927101	2810	87200	SH	DEFINED	18
LIFEPOINT HOSPITALS INC	COM		53219L109	5065	143400	SH	DEFINED	18
LIFEPOINT HOSPITALS INC	COM		53219L109	902	25550	SH	DEFINED	21
LILLY ELI & CO	COM		532457108	1427	25032	SH	DEFINED	21
LILLY ELI & CO	COM		532457108	236464	4148492	SH	DEFINED	18
LIMITED BRANDS INC	COM		532716107	2911	109894	SH	DEFINED	18
LINCARE HLDGS INC	COM		532791100	3	75	SH	DEFINED	18
LINCOLN NATL CORP IND	COM		534187109	1173	18900	SH	DEFINED	18
LINEAR TECHNOLOGY CORP	COM		535678106	515	16535	SH	DEFINED	18
LIVE NATION INC	COM		538034109	24	1153	SH	DEFINED	18
LIZ CLAIBORNE INC	COM		539320101	507	12834	SH	DEFINED	18
LLOYDS TSB GROUP PLC	SPONSORED ADR		539439109	3	70	SH	DEFINED	18
LOCKHEED MARTIN CORP	DBCV	8/1	539830AP4	12969	10200000	PRN	DEFINED	21
LOCKHEED MARTIN CORP	DBCV	8/1	539830AP4	165293	1300000	SH	DEFINED	18
LOCKHEED MARTIN CORP	COM		539830109	6068	70504	SH	DEFINED	18
LOCKHEED MARTIN CORP	COM		539830109	114	1326	SH	DEFINED	21
LOEWS CORP	COM		540424108	53761	1418500	SH	DEFINED	21
LOEWS CORP	COM		540424108	90664	2392189	SH	DEFINED	18
LOEWS CORP	CAROLNA GP STK		540424207	29	530	SH	DEFINED	18
LOWES COS INC	COM		548661107	21604	769914	SH	DEFINED	18
LOWES COS INC	COM		548661107	84	2984	SH	DEFINED	21
LOWES COS INC	NOTE	0.861%10/1	548661CG0	1483	1500000	PRN	DEFINED	18
LOWES COS INC	NOTE	0.861%10/1	548661CG0	11644	11775000	PRN	DEFINED	21
LSB FINL CORP	COM		501925101	0	1	SH	DEFINED	18
LSI LOGIC CORP	COM		502161102	140	17050	SH	DEFINED	18
LUBRIZOL CORP	COM		549271104	910	19905	SH	DEFINED	18
LUCENT TECHNOLOGIES INC	COM		549463107	942	402569	SH	DEFINED	18
LUXOTTICA GROUP S P A	SPONSORED ADR		55068R202	162	5510	SH	DEFINED	18
LYONDELL CHEMICAL CO	COM		552078107	14	533	SH	DEFINED	18
M & T BK CORP	COM		55261F104	966	8050	SH	DEFINED	18
M D C HLDGS INC	COM		552676108	391	8410	SH	DEFINED	18
MACERICH CO	COM		554382101	28	373	SH	DEFINED	18
MACK CALI RLTY CORP	COM		554489104	12	233	SH	DEFINED	18
MACQUARIE FT TR GB INF UT DI	COM		55607W100	1	35	SH	DEFINED	18
MACQUARIE GLBL INFRA TOTL RE	COM		55608D101	44	1781	SH	DEFINED	18
MAF BANCORP INC	COM		55261R108	7	175	SH	DEFINED	18
MAGNA ENTMT CORP	CL A		559211107	1	176	SH	DEFINED	18
MAGNA INTL INC	CL A		559222401	110	1505	SH	DEFINED	18
MAKITA CORP	ADR NEW		560877300	6	188	SH	DEFINED	18
MANAGED HIGH INCOME PORTFOLI	COM		56166C105	23	3628	SH	DEFINED	18
MANAGED MUNS PORTFOLIO INC	COM		561662107	106	9636	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

MANOR CARE INC NEW	COM		564055101	1192	22800	SH	DEFINED	21
MANOR CARE INC NEW	COM		564055101	5844	111775	SH	DEFINED	18
MANPOWER INC	COM		56418H100	1008	16450	SH	DEFINED	18
MANULIFE FINL CORP	COM		56501R106	1494	46321	SH	DEFINED	18
MARATHON OIL CORP	COM		565849106	2679	34835	SH	DEFINED	18
MARCUS CORP	COM		566330106	20871	908625	SH	DEFINED	18
MARKET VECTORS ETF TR	GOLD MINER ETF		57060U100	4	100	SH	DEFINED	18
MARRIOTT INTL INC NEW	CL A		571903202	281	7280	SH	DEFINED	18
MARSH & MCLENNAN COS INC	COM		571748102	39092	1388700	SH	DEFINED	21
MARSH & MCLENNAN COS INC	COM		571748102	224853	7987682	SH	DEFINED	18
MARSHALL & ILSLEY CORP	COM		571834100	3861	80140	SH	DEFINED	18
MARTHA STEWART LIVING OMNIME	CL A		573083102	307	17300	SH	DEFINED	18
MARTIN MARIETTA MATLS INC	COM		573284106	18422	217700	SH	DEFINED	18
MARVEL ENTERTAINMENT INC	COM		57383T103	1305	54050	SH	DEFINED	21
MARVEL ENTERTAINMENT INC	COM		57383T103	6355	263250	SH	DEFINED	18
MASCO CORP	COM		574599106	70312	2564262	SH	DEFINED	21
MASCO CORP	NOTE	7/2	574599BB1	14314	30700000	PRN	DEFINED	21
MASCO CORP	NOTE	7/2	574599BB1	1865	4000000	PRN	DEFINED	18
MASCO CORP	COM		574599106	171249	6245389	SH	DEFINED	18
MASSEY ENERGY CORP	COM		576206106	2	100	SH	DEFINED	18
MASSMUTUAL CORPORATE INVS IN	COM		576292106	0	10	SH	DEFINED	18
MASSMUTUAL PARTN INVS	SH BEN INT		576299101	2	145	SH	DEFINED	18
MATTEL INC	COM		577081102	104	5285	SH	DEFINED	18
MATTEL INC	COM		577081102	55	2812	SH	DEFINED	21
MATTSON TECHNOLOGY INC	COM		577223100	1303	157000	SH	DEFINED	18
MAVERICK TUBE CORP	COM		577914104	546	8425	SH	DEFINED	18
MAXIM INTEGRATED PRODS INC	COM		57772K101	73	2600	SH	DEFINED	21
MAXIM INTEGRATED PRODS INC	COM		57772K101	285	10158	SH	DEFINED	18
MBIA INC	COM		55262C100	38	625	SH	DEFINED	18
MCAFEE INC	COM		579064106	12050	492634	SH	DEFINED	18
MCCLATCHY CO	CL A		579489105	1653	39188	SH	DEFINED	18
MCCORMICK & CO INC	COM NON VTG		579780206	27248	717423	SH	DEFINED	21
MCCORMICK & CO INC	COM NON VTG		579780206	24431	643254	SH	DEFINED	18
MCDATA CORP	CL A		580031201	6	1096	SH	DEFINED	18
MCDONALDS CORP	COM		580135101	100546	2570204	SH	DEFINED	21
MCDONALDS CORP	COM		580135101	333676	8529545	SH	DEFINED	18
MCGRAW HILL COS INC	COM		580645109	12830	221091	SH	DEFINED	18
MCKESSON CORP	COM		58155Q103	219	4155	SH	DEFINED	18
MDU RES GROUP INC	COM		552690109	1600	71639	SH	DEFINED	18
MEADWESTVACO CORP	COM		583334107	1442	54412	SH	DEFINED	18
MEDAREX INC	COM		583916101	23	2108	SH	DEFINED	18
MEDCO HEALTH SOLUTIONS INC	COM		58405U102	660	10973	SH	DEFINED	18
MEDICIS PHARMACEUTICAL CORP	CL A NEW		584690309	1	25	SH	DEFINED	18
MEDIMMUNE INC	COM		584699102	23505	803044	SH	DEFINED	18
MEDIMMUNE INC	COM		584699102	58	1986	SH	DEFINED	21
MEDTRONIC INC	COM		585055106	69	1486	SH	DEFINED	18
MEDTRONIC INC	COM		585055106	189288	4075963	SH	DEFINED	18
MEDTRONIC INC	NOTE	1.500% 4/1	585055AL0	1005	1025000	PRN	DEFINED	21
MEDTRONIC INC	NOTE	1.500% 4/1	585055AL0	98	100000	PRN	DEFINED	18
MELLON FINL CORP	COM		58551A108	278	7112	SH	DEFINED	21
MELLON FINL CORP	COM		58551A108	285	7293	SH	DEFINED	18
MEMC ELECTR MATLS INC	COM		552715104	3617	98735	SH	DEFINED	18
MENS WEARHOUSE INC	COM		587118100	1356	36450	SH	DEFINED	21
MENS WEARHOUSE INC	NOTE	3.125%10/1	587118AC4	2058	1500000	PRN	DEFINED	18
MENS WEARHOUSE INC	COM		587118100	7211	193800	SH	DEFINED	18
MENS WEARHOUSE INC	NOTE	3.125%10/1	587118AC4	16125	11750000	PRN	DEFINED	21
MENTOR CORP MINN	COM		587188103	127	2520	SH	DEFINED	18
MERCANTILE BANKSHARES CORP	COM		587405101	370	10194	SH	DEFINED	18
MERCHANTS GROUP INC	COM		588539106	1320	44000	SH	DEFINED	18
MERCK & CO INC	COM		589331107	44823	1069751	SH	DEFINED	18
MERCK & CO INC	COM		589331107	168	4000	SH	DEFINED	21
MERCURY COMPUTER SYS	COM		589378108	7038	593947	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

MEREDITH CORP	COM		589433101	34647	702345	SH	DEFINED	18
MERIDIAN GOLD INC	COM		589975101	4008	161230	SH	DEFINED	18
MERRILL LYNCH & CO INC	NOTE	3/1	590188W46	21415	18400000	PRN	DEFINED	21
MERRILL LYNCH & CO INC	NOTE	3/1	590188W46	2677	2300000	PRN	DEFINED	18
MERRILL LYNCH & CO INC	COM		590188108	2183310	27912422	SH	DEFINED	18
MERRILL LYNCH & CO INC	COM		590188108	126258	1614136	SH	DEFINED	21
METLIFE INC	COM		59156R108	2750	48520	SH	DEFINED	18
METTLER TOLEDO INTERNATIONAL	COM		592688105	1568	23700	SH	DEFINED	21
METTLER TOLEDO INTERNATIONAL	COM		592688105	66363	1003214	SH	DEFINED	18
MEXICO FD INC	COM		592835102	4	117	SH	DEFINED	18
MFS CHARTER INCOME TR	SH BEN INT		552727109	45	5366	SH	DEFINED	18
MFS GOVT MKTS INCOME TR	SH BEN INT		552939100	3	420	SH	DEFINED	18
MFS INTER INCOME TR	SH BEN INT		55273C107	55	8891	SH	DEFINED	18
MFS MULTIMARKET INCOME TR	SH BEN INT		552737108	35	5805	SH	DEFINED	18
MFS SPL VALUE TR	SH BEN INT		55274E102	2	180	SH	DEFINED	18
MGE ENERGY INC	COM		55277P104	2862	88400	SH	DEFINED	18
MGI PHARMA INC	COM		552880106	11540	670568	SH	DEFINED	18
MGIC INVT CORP WIS	COM		552848103	2398	39994	SH	DEFINED	21
MGIC INVT CORP WIS	COM		552848103	318217	5306264	SH	DEFINED	18
MGM MIRAGE	COM		552953101	47	1200	SH	DEFINED	18
MI DEVS INC	CL A SUB VTG		55304X104	27	751	SH	DEFINED	18
MICREL INC	COM		594793101	32	3330	SH	DEFINED	18
MICROCHIP TECHNOLOGY INC	COM		595017104	25	779	SH	DEFINED	18
MICROMET INC	COM		59509C105	1750	655465	SH	DEFINED	18
MICRON TECHNOLOGY INC	COM		595112103	5364	308257	SH	DEFINED	21
MICRON TECHNOLOGY INC	COM		595112103	832508	47845299	SH	DEFINED	18
MICROSEMI CORP	COM		595137100	2156	114400	SH	DEFINED	18
MICROSOFT CORP	COM		594918104	120648	4411278	SH	DEFINED	21
MICROSOFT CORP	COM		594918104	2145224	78435984	SH	DEFINED	18
MIDAS GROUP INC	COM		595626102	5	250	SH	DEFINED	18
MIDCAP SPDR TR	UNIT SER 1		595635103	157	1143	SH	DEFINED	18
MIDLAND CO	COM		597486109	16345	377299	SH	DEFINED	18
MIDWEST BANC HOLDINGS INC	COM		598251106	13263	543137	SH	DEFINED	18
MILLEA HOLDINGS INC	ADR		60032R106	28	305	SH	DEFINED	18
MILLENNIUM PHARMACEUTICALS I	COM		599902103	331178	33317696	SH	DEFINED	18
MILLENNIUM PHARMACEUTICALS I	COM		599902103	3578	359957	SH	DEFINED	21
MILLER HERMAN INC	COM		600544100	2388	69800	SH	DEFINED	21
MILLER HERMAN INC	COM		600544100	13020	380600	SH	DEFINED	18
MILLS CORP	COM		601148109	14	825	SH	DEFINED	18
MINERALS TECHNOLOGIES INC	COM		603158106	9402	176060	SH	DEFINED	18
MINERALS TECHNOLOGIES INC	COM		603158106	1949	36500	SH	DEFINED	21
MIPS TECHNOLOGIES INC	COM		604567107	3	376	SH	DEFINED	18
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR		606822104	35009	2732941	SH	DEFINED	18
mitsui & co ltd	ADR		606827202	25	100	SH	DEFINED	18
MOBILE MINI INC	COM		60740F105	5142	181000	SH	DEFINED	18
MOHAWK INDS INC	COM		608190104	20781	279127	SH	DEFINED	18
MOLEX INC	COM		608554101	18	451	SH	DEFINED	18
MOLEX INC	CL A		608554200	31	953	SH	DEFINED	18
MOLINA HEALTHCARE INC	COM		60855R100	1902	53800	SH	DEFINED	18
MOLSON COORS BREWING CO	CL B		60871R209	422	6122	SH	DEFINED	21
MOLSON COORS BREWING CO	CL B		60871R209	92947	1349011	SH	DEFINED	18
MONSANTO CO NEW	COM		61166W101	2780	59126	SH	DEFINED	18
MONSTER WORLDWIDE INC	COM		611742107	1004	27741	SH	DEFINED	18
MOODYS CORP	COM		615369105	103	1578	SH	DEFINED	18
MOOG INC	CL A		615394202	585	16874	SH	DEFINED	18
MORGAN STANLEY	N Y QULTY MUN		61745P528	8	607	SH	DEFINED	18
MORGAN STANLEY	COM NEW		617446448	247213	3390660	SH	DEFINED	18
MORGAN STANLEY	INSD MUN SECS		61745P833	18	1282	SH	DEFINED	18
MORGAN STANLEY	COM NEW		617446448	233	3190	SH	DEFINED	21
MORGAN STANLEY	INSD MUN INCM		61745P791	7	453	SH	DEFINED	18
MORGAN STANLEY	QUALT MUN INCM		61745P734	30	2066	SH	DEFINED	18
MORGAN STANLEY	INCOME SEC INC		61745P874	15	963	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

MORGAN STANLEY	QLT MUN INV TR	61745P668	0	30	SH	DEFINED	18
MORGAN STANLEY	MUN PREM INCOM	61745P429	5	500	SH	DEFINED	18
MORGAN STANLEY	MUN INCM OPPTN	61745P452	20	2167	SH	DEFINED	18
MORGAN STANLEY ASIA PAC FD I	COM	61744U106	283	16819	SH	DEFINED	18
MORGAN STANLEY EMER MKTS FD	COM	61744G107	294	12030	SH	DEFINED	18
MORGAN STANLEY GBL OPP BOND	COM	61744R103	23	2591	SH	DEFINED	18
MORGAN STANLEY INDIA INVS FD	COM	61745C105	738	15950	SH	DEFINED	18
MOTOROLA INC	COM	620076109	24798	991904	SH	DEFINED	21
MOTOROLA INC	COM	620076109	986625	39465016	SH	DEFINED	18
MOVE INC COM	COM	62458M108	0	2	SH	DEFINED	18
MPS GROUP INC	COM	553409103	3058	202400	SH	DEFINED	18
MSC INDL DIRECT INC	CL A	553530106	21413	525595	SH	DEFINED	18
MSC INDL DIRECT INC	CL A	553530106	3732	91600	SH	DEFINED	21
MUELLER INDS INC	COM	624756102	44498	1265215	SH	DEFINED	18
MUELLER INDS INC	COM	624756102	1129	32100	SH	DEFINED	21
MUNICIPAL HIGH INCOME FD INC	COM	626214100	20	2598	SH	DEFINED	18
MUNICIPAL MTG & EQUITY L L C	GROWTH SHS	62624B101	57	2000	SH	DEFINED	18
MUNIHANCED FD INC	COM	626243109	11	1000	SH	DEFINED	18
MUNIHOLDINGS FD II INC	COM	625935101	15	1000	SH	DEFINED	18
MUNIVEST FD II INC	COM	62629P105	16	1000	SH	DEFINED	18
MUNIYIELD FD INC	COM	626299101	16	1000	SH	DEFINED	18
MUNIYIELD INSD FD INC	COM	62630E107	31	2149	SH	DEFINED	18
MUNIYIELD N J INSD FD INC	COM	625921101	0	9	SH	DEFINED	18
MUNIYIELD N Y INSD FD INC	COM	626301105	8	598	SH	DEFINED	18
MUNIYIELD QUALITY FD II	COM	62630T104	13	1000	SH	DEFINED	18
MUNIYIELD QUALITY FD INC	COM	626302103	14	1000	SH	DEFINED	18
MURPHY OIL CORP	COM	626717102	242430	5098415	SH	DEFINED	18
MURPHY OIL CORP	COM	626717102	1245	26173	SH	DEFINED	21
MYLAN LABS INC	COM	628530107	1495	74251	SH	DEFINED	18
MYRIAD GENETICS INC	COM	62855J104	2527	102500	SH	DEFINED	18
NABI BIOPHARMACEUTICALS	COM	629519109	5632	974400	SH	DEFINED	18
NABORS INDUSTRIES LTD	SHS	G6359F103	13846	465403	SH	DEFINED	18
NAIC GROWTH FD INC	COM	628921108	1	167	SH	DEFINED	18
NANOGEN INC	COM	630075109	3771	2118260	SH	DEFINED	18
NASDAQ 100 TR	UNIT SER 1	631100104	130294	3205271	SH	DEFINED	18
NASTECH PHARMACEUTICAL INC	COM PAR \$0.006	631728409	0	16	SH	DEFINED	18
NATIONAL BK GREECE S A	SPONSORED ADR	633643408	11221	1288325	SH	DEFINED	18
NATIONAL CITY CORP	COM	635405103	457	12476	SH	DEFINED	18
NATIONAL DENTEX CORP	COM	63563H109	11511	585779	SH	DEFINED	18
NATIONAL FINL PARTNERS CORP	COM	63607P208	1246	30357	SH	DEFINED	18
NATIONAL FUEL GAS CO N J	COM	636180101	771	21200	SH	DEFINED	18
NATIONAL GRID PLC	SPON ADR NEW	636274300	3	50	SH	DEFINED	18
NATIONAL INSTRS CORP	COM	636518102	17	630	SH	DEFINED	18
NATIONAL OILWELL VARCO INC	COM	637071101	79124	1351389	SH	DEFINED	18
NATIONAL PENN BANCSHARES INC	COM	637138108	736	37500	SH	DEFINED	18
NATIONAL PRESTO INDS INC	COM	637215104	70	1260	SH	DEFINED	18
NATIONAL SEMICONDUCTOR CORP	COM	637640103	685	29125	SH	DEFINED	18
NAUTILUS INC	COM	63910B102	272	19783	SH	DEFINED	18
NAVIGANT CONSULTING INC	COM	63935N107	5216	260000	SH	DEFINED	18
NAVISTAR INTL CORP NEW	COM	63934E108	6	230	SH	DEFINED	18
NCI BUILDING SYS INC	COM	628852105	14141	243100	SH	DEFINED	18
NCI BUILDING SYS INC	COM	628852105	2455	42200	SH	DEFINED	21
NCR CORP NEW	COM	62886E108	15	382	SH	DEFINED	18
NEENAH PAPER INC	COM	640079109	26	761	SH	DEFINED	18
NEKTAR THERAPEUTICS	COM	640268108	1514	105100	SH	DEFINED	21
NEKTAR THERAPEUTICS	COM	640268108	7193	499200	SH	DEFINED	18
NELNET INC	CL A	64031N108	21906	712637	SH	DEFINED	18
NELNET INC	CL A	64031N108	1869	60800	SH	DEFINED	21
NETFLIX COM INC	COM	64110L106	1139	50000	SH	DEFINED	18
NETGEAR INC	COM	64111Q104	22607	1097975	SH	DEFINED	18
NETGEAR INC	COM	64111Q104	1244	60400	SH	DEFINED	21
NETWORK APPLIANCE INC	COM	64120L104	12801	345891	SH	DEFINED	18



Edgar Filing: LEGG MASON INC - Form 13F-HR/A

NETWORK EQUIP TECHNOLOGIES	COM		641208103	144	35000	SH	DEFINED	18
NEUBERGER BERMAN INCOME OPP	COM SHS		64126L108	33	2037	SH	DEFINED	18
NEUBERGER BERMAN NY INT MUN	COM		64124K102	0	11	SH	DEFINED	18
NEUBERGER BERMAN RE ES SEC F	COM		64190A103	0	8	SH	DEFINED	18
NEW AMER HIGH INCOME FD INC	COM		641876107	0	7	SH	DEFINED	18
NEW GERMANY FD INC	COM		644465106	54	4203	SH	DEFINED	18
NEW JERSEY RES	COM		646025106	7459	151300	SH	DEFINED	18
NEW PLAN EXCEL RLTY TR INC	COM		648053106	659	24350	SH	DEFINED	18
NEW YORK CMNTY BANCORP INC	COM		649445103	150854	9209653	SH	DEFINED	18
NEW YORK CMNTY BANCORP INC	COM		649445103	5	300	SH	DEFINED	21
NEW YORK TIMES CO	CL A		650111107	450	19589	SH	DEFINED	18
NEWELL RUBBERMAID INC	COM		651229106	78808	2782765	SH	DEFINED	18
NEWELL RUBBERMAID INC	COM		651229106	32656	1153100	SH	DEFINED	21
NEWFIELD EXPL CO	COM		651290108	17101	443710	SH	DEFINED	18
NEWMARKET CORP	COM		651587107	1	11	SH	DEFINED	18
NEWMONT MINING CORP	COM		651639106	491	11483	SH	DEFINED	18
NEWS CORP	CL B		65248E203	106025	5136873	SH	DEFINED	21
NEWS CORP	CL B		65248E203	721797	34970783	SH	DEFINED	18
NEWS CORP	CL A		65248E104	3989	203026	SH	DEFINED	21
NEWS CORP	CL A		65248E104	18870	960295	SH	DEFINED	18
NEXEN INC	COM		65334H102	12318	230412	SH	DEFINED	18
NEXMED INC	COM		652903105	700	1111110	SH	DEFINED	18
NFJ DIVID INT & PREM STRTGY	COM SHS		65337H109	58	2400	SH	DEFINED	18
NICHOLAS APPLGATE CV&INC FD	COM		65370G109	1	60	SH	DEFINED	18
NICHOLAS-APPLGATE CV & INC	COM		65370F101	0	16	SH	DEFINED	18
NICOR INC	COM		654086107	156	3650	SH	DEFINED	18
NII HLDGS INC	NOTE	2.750% 8/1	62913FAF9	4357	3075000	PRN	DEFINED	21
NII HLDGS INC	NOTE	2.750% 8/1	62913FAF9	567	400000	PRN	DEFINED	18
NIKE INC	CL B		654106103	853	9737	SH	DEFINED	18
NIPPON TELEG & TEL CORP	SPONSORED ADR		654624105	25046	1021035	SH	DEFINED	18
NISOURCE INC	COM		65473P105	45718	2102943	SH	DEFINED	18
NL INDS INC	COM NEW		629156407	113	11400	SH	DEFINED	18
NOBEL LEARNING CMNTYS INC	COM		654889104	52	5000	SH	DEFINED	18
NOBLE CORPORATION	SHS		G65422100	27633	430549	SH	DEFINED	18
NOBLE ENERGY INC	COM		655044105	25032	549073	SH	DEFINED	18
NOKIA CORP	SPONSORED ADR		654902204	40200	2041649	SH	DEFINED	21
NOKIA CORP	SPONSORED ADR		654902204	374594	19024580	SH	DEFINED	18
NOMURA HLDGS INC	SPONSORED ADR		65535H208	24167	1374698	SH	DEFINED	18
NORDSTROM INC	COM		655664100	1074	25386	SH	DEFINED	18
NORFOLK SOUTHERN CORP	COM		655844108	535	12150	SH	DEFINED	18
NORTEL NETWORKS CORP NEW	COM		656568102	9	4098	SH	DEFINED	18
NORTH EUROPEAN OIL RTY TR	SH BEN INT		659310106	258	6970	SH	DEFINED	18
NORTH FORK BANCORPORATION NY	COM		659424105	4987	174139	SH	DEFINED	18
NORTHEAST UTILS	COM		664397106	56	2417	SH	DEFINED	18
NORTHERN TR CORP	COM		665859104	1267	21680	SH	DEFINED	18
NORTHFIELD LABS INC	COM		666135108	7	500	SH	DEFINED	18
NORTHROP GRUMMAN CORP	COM		666807102	949	13935	SH	DEFINED	18
NORTHWEST NAT GAS CO	COM		667655104	7392	188200	SH	DEFINED	18
NORTHWESTERN CORP	COM NEW		668074305	1	31	SH	DEFINED	18
NOVARTIS A G	SPONSORED ADR		66987V109	365917	6261418	SH	DEFINED	18
NOVARTIS A G	SPONSORED ADR		66987V109	43831	750018	SH	DEFINED	21
NOVELL INC	COM		670006105	35	5700	SH	DEFINED	18
NOVELLUS SYS INC	COM		670008101	152820	5524945	SH	DEFINED	18
NOVELLUS SYS INC	COM		670008101	1039	37565	SH	DEFINED	21
NOVO-NORDISK A S	ADR		670100205	32181	431840	SH	DEFINED	18
NPS PHARMACEUTICALS INC	NOTE	3.000% 6/1	62936PAB9	7976	9275000	PRN	DEFINED	21
NPS PHARMACEUTICALS INC	COM		62936P103	1842	483375	SH	DEFINED	18
NPS PHARMACEUTICALS INC	NOTE	3.000% 6/1	62936PAB9	18232	21200000	PRN	DEFINED	18
NPS PHARMACEUTICALS INC	COM		62936P103	339	88900	SH	DEFINED	21
NSTAR	COM		67019E107	48	1427	SH	DEFINED	18
NTL INC DEL	COM		62941W101	32802	1289900	SH	DEFINED	18
NU SKIN ENTERPRISES INC	CL A		67018T105	1840	105000	SH	DEFINED	21

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

NU SKIN ENTERPRISES INC	CL A	67018T105	9750	556500	SH	DEFINED	18
NUCOR CORP	COM	670346105	4443	89774	SH	DEFINED	18
NUVEEN CA INVT QUALITY MUN F	COM	67062A101	36	2500	SH	DEFINED	18
NUVEEN CA SELECT QUALITY MUN	COM	670975101	50	3311	SH	DEFINED	18
NUVEEN CALIF MUN VALUE FD	COM	67062C107	43	4300	SH	DEFINED	18
NUVEEN CALIF QUALITY INCM MU	COM	670985100	102	6700	SH	DEFINED	18
NUVEEN DIV ADVANTAGE MUN FD	COM	67070F100	11	667	SH	DEFINED	18
NUVEEN DIVID ADVANTAGE MUN F	COM	67066V101	23	1528	SH	DEFINED	18
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	75	3979	SH	DEFINED	18
NUVEEN EQUITY PREM ADV FD	COM	6706ET107	15	762	SH	DEFINED	18
NUVEEN EQUITY PREM INCOME FD	COM	6706ER101	1	41	SH	DEFINED	18
NUVEEN FLA INVT QUALITY MUN	COM	670970102	10	750	SH	DEFINED	18
NUVEEN FLA QUALITY INCOME MU	COM	670978105	10	750	SH	DEFINED	18
NUVEEN FLOATING RATE INCOME	COM	67072T108	9	680	SH	DEFINED	18
NUVEEN FLTNG RTE INCM OPP FD	COM SHS	6706EN100	61	4521	SH	DEFINED	18
NUVEEN INS NY TX FR ADV MUN	COM	670656107	0	8	SH	DEFINED	18
NUVEEN INSD DIVID ADVANTAGE	COM	67071L106	5	330	SH	DEFINED	18
NUVEEN INSD FLA PREM INCOME	COM	67101V108	2	166	SH	DEFINED	18
NUVEEN INSD MUN OPPORTUNITY	COM	670984103	139	9400	SH	DEFINED	18
NUVEEN INSD NY PREM INCOME F	COM	67101R107	2	175	SH	DEFINED	18
NUVEEN INSD PREM INCOME MUN	COM	6706D8104	27	2050	SH	DEFINED	18
NUVEEN INVT QUALITY MUN FD I	COM	67062E103	5	300	SH	DEFINED	18
NUVEEN MICH PREM INCOME MUN	COM	67101Q109	0	14	SH	DEFINED	18
NUVEEN MUN ADVANTAGE FD INC	COM	67062H106	35	2250	SH	DEFINED	18
NUVEEN MUN INCOME FD INC	COM	67062J102	0	26	SH	DEFINED	18
NUVEEN MUN MKT OPPORTUNITY F	COM	67062W103	70	4670	SH	DEFINED	18
NUVEEN MUN VALUE FD INC	COM	670928100	50	4954	SH	DEFINED	18
NUVEEN N Y INVT QUALITY MUN	COM	67062X101	0	6	SH	DEFINED	18
NUVEEN NJ DIV ADVANTAGE MUN	COM	67069Y102	32	2062	SH	DEFINED	18
NUVEEN NJ INVT QUALITY MUN F	COM	670971100	25	1802	SH	DEFINED	18
NUVEEN NY DIVID ADVNTG MUN F	COM	67066X107	0	3	SH	DEFINED	18
NUVEEN NY MUN VALUE FD	COM	67062M105	0	1	SH	DEFINED	18
NUVEEN NY PERFORM PLUS MUN F	COM	67062R104	18	1151	SH	DEFINED	18
NUVEEN NY SELECT QUALITY MUN	COM	670976109	14	1000	SH	DEFINED	18
NUVEEN PERFORMANCE PLUS MUN	COM	67062P108	17	1154	SH	DEFINED	18
NUVEEN PFD & CONV INC FD	COM	67073B106	47	3409	SH	DEFINED	18
NUVEEN PFD & CONV INCOME FD	COM SHS	67073D102	128	9360	SH	DEFINED	18
NUVEEN PREM INCOME MUN FD	COM	67062T100	145	10325	SH	DEFINED	18
NUVEEN PREM INCOME MUN FD 2	COM	67063W102	9	676	SH	DEFINED	18
NUVEEN PREM INCOME MUN FD 4	COM	6706K4105	26	2042	SH	DEFINED	18
NUVEEN PREMIER MUN INCOME FD	COM	670988104	6	432	SH	DEFINED	18
NUVEEN QUALITY INCOME MUN FD	COM	670977107	22	1500	SH	DEFINED	18
NUVEEN QUALITY PFD INC FD 3	COM	67072W101	2	147	SH	DEFINED	18
NUVEEN QUALITY PFD INCOME FD	COM	67071S101	8	535	SH	DEFINED	18
NUVEEN QUALITY PFD INCOME FD	COM	67072C105	57	3868	SH	DEFINED	18
NUVEEN REAL ESTATE INCOME FD	COM	67071B108	224	8490	SH	DEFINED	18
NUVEEN SELECT QUALITY MUN FD	COM	670973106	19	1235	SH	DEFINED	18
NUVEEN SR INCOME FD	COM	67067Y104	1	140	SH	DEFINED	18
NUVEEN VA DIV ADV MUNI FD 2	COM	67071C106	16	1000	SH	DEFINED	18
NVIDIA CORP	COM	67066G104	50	1701	SH	DEFINED	18
NYMOX PHARMACEUTICAL CORP	COM	67076P102	8	2000	SH	DEFINED	18
O CHARLEYS INC	COM	670823103	16843	887870	SH	DEFINED	18
O REILLY AUTOMOTIVE INC	COM	686091109	156	4701	SH	DEFINED	18
OCCIDENTAL PETE CORP DEL	COM	674599105	385	8007	SH	DEFINED	18
OCWEN FINL CORP	COM NEW	675746309	1490	100000	SH	DEFINED	18
OFFICE DEPOT INC	COM	676220106	7719	194435	SH	DEFINED	18
OFFICEMAX INC DEL	COM	67622P101	38	933	SH	DEFINED	18
OGE ENERGY CORP	COM	670837103	242	6697	SH	DEFINED	18
OHIO CAS CORP	COM	677240103	10	375	SH	DEFINED	18
OLD DOMINION FGHT LINES INC	COM	679580100	2189	72900	SH	DEFINED	18
OLD REP INTL CORP	COM	680223104	25133	1134695	SH	DEFINED	18
OLIN CORP	COM PAR \$1	680665205	23	1480	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

OM GROUP INC	COM		670872100	88	2000	SH	DEFINED	18
OMNICARE CAP TR II	PFD B TR 4.00%		68214Q200	1693	29000	SH	DEFINED	18
OMNICARE CAP TR II	PFD B TR 4.00%		68214Q200	13724	235100	SH	DEFINED	21
OMNICOM GROUP INC	COM		681919106	15543	166057	SH	DEFINED	18
OMNIVISION TECHNOLOGIES INC	COM		682128103	10273	719910	SH	DEFINED	18
ON SEMICONDUCTOR CORP	COM		682189105	2253	383200	SH	DEFINED	18
ONEOK INC NEW	COM		682680103	583	15437	SH	DEFINED	18
ONEOK PARTNERS LP	UNIT LTD PARTN		68268N103	1853	32950	SH	DEFINED	18
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR		68370R109	92	1514	SH	DEFINED	18
OPEN SOLUTIONS INC	NOTE 1.467% 2/0		68371PAB8	340	510000	PRN	DEFINED	18
OPEN SOLUTIONS INC	NOTE 1.467% 2/0		68371PAB8	4572	6850000	PRN	DEFINED	21
OPENWAVE SYS INC	COM NEW		683718308	1165	124500	SH	DEFINED	21
OPENWAVE SYS INC	COM NEW		683718308	6417	685565	SH	DEFINED	18
OPTIONSPRESS HLDGS INC	COM		684010101	3327	119335	SH	DEFINED	18
ORACLE CORP	COM		68389X105	95496	5383063	SH	DEFINED	18
ORACLE CORP	COM		68389X105	184	10373	SH	DEFINED	21
ORBITAL SCIENCES CORP	COM		685564106	45244	2410459	SH	DEFINED	18
ORBITAL SCIENCES CORP	COM		685564106	15740	838566	SH	DEFINED	21
ORIX CORP	SPONSORED ADR		686330101	39855	288592	SH	DEFINED	18
ORMAT TECHNOLOGIES INC	COM		686688102	579	17700	SH	DEFINED	21
ORMAT TECHNOLOGIES INC	COM		686688102	3202	97850	SH	DEFINED	18
OSCIENT PHARMACEUTICALS CORP	COM		68812R105	6327	2105177	SH	DEFINED	18
OSCIENT PHARMACEUTICALS CORP	COM		68812R105	1143	1110010	SH	DEFINED	21
OSCIENT PHARMACEUTICALS CORP	NOTE 3.500% 4/1		68812RAB1	802	1200000	PRN	DEFINED	18
OSCIENT PHARMACEUTICALS CORP	NOTE 3.500% 4/1		68812RAB1	6504	9725000	PRN	DEFINED	21
OSHKOSH TRUCK CORP	COM		688239201	624	12367	SH	DEFINED	18
OSI RESTAURANT PARTNERS INC	COM		67104A101	18	560	SH	DEFINED	21
OSI RESTAURANT PARTNERS INC	COM		67104A101	4581	144463	SH	DEFINED	18
OVERSEAS SHIPHOLDING GROUP I	COM		690368105	1291	20900	SH	DEFINED	18
OWENS & MINOR INC NEW	COM		690732102	119	3610	SH	DEFINED	18
P F CHANGS CHINA BISTRO INC	COM		69333Y108	1493	43000	SH	DEFINED	21
P F CHANGS CHINA BISTRO INC	COM		69333Y108	8064	232331	SH	DEFINED	18
PACIFICARE HEALTH SYS DEL	DBCV 3.000%10/1		695112AG7	20522	5575000	PRN	DEFINED	21
PACIFICARE HEALTH SYS DEL	DBCV 3.000%10/1		695112AG7	257670	700000	SH	DEFINED	18
PACTIV CORP	COM		695257105	17	594	SH	DEFINED	18
PALL CORP	COM		696429307	459702	14920558	SH	DEFINED	18
PALL CORP	COM		696429307	4005	129981	SH	DEFINED	21
PALM INC NEW	COM		696643105	7989	548700	SH	DEFINED	18
PAN PACIFIC RETAIL PPTYS INC	COM		69806L104	20536	295826	SH	DEFINED	18
PANERA BREAD CO	CL A		69840W108	1949	33460	SH	DEFINED	18
PARAMETRIC TECHNOLOGY CORP	COM NEW		699173209	107	6120	SH	DEFINED	18
PAREXEL INTL CORP	COM		699462107	3399	102705	SH	DEFINED	18
PARKER HANNIFIN CORP	COM		701094104	102409	1317497	SH	DEFINED	18
PARKER HANNIFIN CORP	COM		701094104	53116	683340	SH	DEFINED	21
PARTNERRE LTD	COM		G6852T105	20684	306107	SH	DEFINED	18
PATHMARK STORES INC NEW	COM		70322A101	3	267	SH	DEFINED	18
PATNI COMPUTER SYS	SPONS ADR		703248203	252	13200	SH	DEFINED	18
PATRICK INDS INC	COM		703343103	7267	584125	SH	DEFINED	18
PATTERSON COMPANIES INC	COM		703395103	7659	227867	SH	DEFINED	18
PATTERSON UTI ENERGY INC	COM		703481101	725	30495	SH	DEFINED	18
PAYCHEX INC	COM		704326107	25568	693839	SH	DEFINED	18
PAYCHEX INC	COM		704326107	22923	622068	SH	DEFINED	21
PAYLESS SHOESOURCE INC	COM		704379106	36	1440	SH	DEFINED	18
PC-TEL INC	COM		69325Q105	52	5000	SH	DEFINED	18
PDL BIOPHARMA INC	COM		69329Y104	293	15275	SH	DEFINED	18
PEABODY ENERGY CORP	COM		704549104	259	7035	SH	DEFINED	18
PEARSON PLC	SPONSORED ADR		705015105	2616	183683	SH	DEFINED	21
PEARSON PLC	SPONSORED ADR		705015105	219240	15396058	SH	DEFINED	18
PEDIATRIX MED GROUP	COM		705324101	32652	716045	SH	DEFINED	18
PENGROWTH ENERGY TR	TR UNIT NEW		706902509	43	2200	SH	DEFINED	18
PENNEY J C INC	COM		708160106	982	14363	SH	DEFINED	18
PENNEY J C INC	COM		708160106	89	1300	SH	DEFINED	21

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

PENTAIR INC	COM	709631105	13756	525225	SH	DEFINED	18
PEPCO HOLDINGS INC	COM	713291102	17629	729398	SH	DEFINED	18
PEPSI BOTTLING GROUP INC	COM	713409100	5	150	SH	DEFINED	18
PEPSIAMERICAS INC	COM	71343P200	32	1500	SH	DEFINED	18
PEPSICO INC	COM	713448108	55536	850992	SH	DEFINED	21
PEPSICO INC	COM	713448108	1094227	16767196	SH	DEFINED	18
PER-SE TECHNOLOGIES INC	COM NEW	713569309	0	7	SH	DEFINED	18
PERFORMANCE FOOD GROUP CO	COM	713755106	2133	75920	SH	DEFINED	18
PERMA-FIX ENVIRONMENTAL SVCS	COM	714157104	2	1000	SH	DEFINED	18
PEROT SYS CORP	CL A	714265105	14214	1030750	SH	DEFINED	18
PETROCHINA CO LTD	SPONSORED ADR	71646E100	233	2160	SH	DEFINED	18
PETROHAWK ENERGY CORP	COM	716495106	51	4930	SH	DEFINED	18
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	154	1843	SH	DEFINED	18
PETROLEUM & RES CORP	COM	716549100	16	501	SH	DEFINED	18
PFIZER INC	COM	717081103	11151	393205	SH	DEFINED	21
PFIZER INC	COM	717081103	1728022	60931674	SH	DEFINED	18
PG&E CORP	COM	69331C108	167	3999	SH	DEFINED	18
PHARMACEUTICAL PROD DEV INC	COM	717124101	95	2666	SH	DEFINED	18
PHELPS DODGE CORP	COM	717265102	300	3545	SH	DEFINED	18
PHH CORP	COM NEW	693320202	137	5000	SH	DEFINED	18
PHILADELPHIA CONS HLDG CORP	COM	717528103	1180	29700	SH	DEFINED	18
PHILLIPS VAN HEUSEN CORP	COM	718592108	17	400	SH	DEFINED	18
PHOENIX COS INC NEW	COM	71902E109	0	4	SH	DEFINED	18
PHOTON DYNAMICS INC	COM	719364101	14365	1082482	SH	DEFINED	18
PHOTRONICS INC	COM	719405102	1109	78500	SH	DEFINED	21
PHOTRONICS INC	COM	719405102	6469	457800	SH	DEFINED	18
PIER 1 IMPORTS INC	COM	720279108	864	116400	SH	DEFINED	21
PIER 1 IMPORTS INC	COM	720279108	4782	644500	SH	DEFINED	18
PILGRIMS PRIDE CORP	COM	721467108	3490	127600	SH	DEFINED	18
PIMCO CALIF MUN INCOME FD II	COM	72200M108	0	5	SH	DEFINED	18
PIMCO COML MTG SECS TR INC	COM	693388100	14	1000	SH	DEFINED	18
PIMCO CORPORATE OPP FD	COM	72201B101	2	86	SH	DEFINED	18
PIMCO HIGH INCOME FD	COM SHS	722014107	27	1700	SH	DEFINED	18
PIMCO MUN INCOME FD II	COM	72200W106	0	7	SH	DEFINED	18
PIMCO NEW YORK MUN FD II	COM	72200Y102	60	3882	SH	DEFINED	18
PIMCO STRATEGIC GBL GOV FD I	COM	72200X104	991	89858	SH	DEFINED	18
PINNACLE WEST CAP CORP	COM	723484101	66	1467	SH	DEFINED	18
PIONEER HIGH INCOME TR	COM	72369H106	36	2050	SH	DEFINED	18
PIONEER INTREST SHS	COM	723703104	0	10	SH	DEFINED	18
PIONEER MUN HIGH INCOME TR	COM SHS	723763108	16	1092	SH	DEFINED	18
PIONEER NAT RES CO	COM	723787107	14094	360264	SH	DEFINED	18
PIONEER TAX ADVNTAGE BALANC	COM	72388R101	83	6258	SH	DEFINED	18
PIPER JAFFRAY COS	COM	724078100	264	4359	SH	DEFINED	18
PITNEY BOWES INC	COM	724479100	152204	3430346	SH	DEFINED	18
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	3277	71000	SH	DEFINED	18
PLANTRONICS INC NEW	COM	727493108	27	1525	SH	DEFINED	18
PLATINUM UNDERWRITER HLDGS L	COM	G7127P100	536	17385	SH	DEFINED	18
PLUM CREEK TIMBER CO INC	COM	729251108	1329	39034	SH	DEFINED	18
PMC COML TR	SH BEN INT	693434102	10	685	SH	DEFINED	18
PMC-SIERRA INC	COM	69344F106	226	38048	SH	DEFINED	18
PMI GROUP INC	COM	69344M101	2613	59635	SH	DEFINED	21
PMI GROUP INC	COM	69344M101	392029	8948394	SH	DEFINED	18
PNC FINL SVCS GROUP INC	COM	693475105	274	3777	SH	DEFINED	18
PNC FINL SVCS GROUP INC	COM	693475105	144	1986	SH	DEFINED	21
PNM RES INC	COM	69349H107	40	1450	SH	DEFINED	18
POGO PRODUCING CO	COM	730448107	82	2000	SH	DEFINED	18
POLARIS INDS INC	COM	731068102	532	12925	SH	DEFINED	18
POLO RALPH LAUREN CORP	CL A	731572103	240	3715	SH	DEFINED	18
POLYCOM INC	COM	73172K104	12	500	SH	DEFINED	18
POOL CORPORATION	COM	73278L105	3947	102523	SH	DEFINED	18
POOL CORPORATION	COM	73278L105	828	21500	SH	DEFINED	21
POPE & TALBOT INC	COM	732827100	0	25	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

POPULAR INC	COM	733174106	4615	237400	SH	DEFINED	18
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	20080	457710	SH	DEFINED	18
PORTLAND GEN ELEC CO	COM NEW	736508847	0	7	SH	DEFINED	18
POSCO	SPONSORED ADR	693483109	152	2337	SH	DEFINED	18
POTASH CORP SASK INC	COM	73755L107	0	4	SH	DEFINED	18
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	96	4000	SH	DEFINED	18
POWERSHARES ETF TRUST	GOLDEN DRG USX	73935X401	65	4000	SH	DEFINED	18
POWERSHARES ETF TRUST	DYN SFTWR PORT	73935X773	1	58	SH	DEFINED	18
POWERSHARES ETF TRUST	DYN BIOT & GEN	73935X856	6	348	SH	DEFINED	18
PPG INDS INC	COM	693506107	204118	3042906	SH	DEFINED	18
PPL CORP	COM	69351T106	560	17010	SH	DEFINED	18
PRAXAIR INC	COM	74005P104	1548	26168	SH	DEFINED	18
PRECISION CASTPARTS CORP	COM	740189105	417	6603	SH	DEFINED	18
PRECISION DRILLING TR	TR UNIT	740215108	391	12700	SH	DEFINED	18
PREFERRED BK LOS ANGELES CA	COM	740367107	1763	29400	SH	DEFINED	18
PREMIERE GLOBAL SVCS INC	COM	740585104	9	1000	SH	DEFINED	18
PRICE T ROWE GROUP INC	COM	74144T108	530	11066	SH	DEFINED	18
PRICELINE COM INC	COM NEW	741503403	12	333	SH	DEFINED	18
PRIDE INTL INC DEL	NOTE 3.250% 5/0	74153QAD4	1696	1400000	PRN	DEFINED	18
PRIDE INTL INC DEL	NOTE 3.250% 5/0	74153QAD4	13625	11250000	PRN	DEFINED	21
PRIVATEBANCORP INC	COM	742962103	30	660	SH	DEFINED	18
PROCTER & GAMBLE CO	COM	742718109	1472870	23763638	SH	DEFINED	18
PROCTER & GAMBLE CO	COM	742718109	43837	707280	SH	DEFINED	21
PROGRESS ENERGY INC	COM	743263105	327	7208	SH	DEFINED	18
PROGRESSIVE CORP OHIO	COM	743315103	1564	63737	SH	DEFINED	18
PROLIANCE INTL INC	COM	74340R104	9	2000	SH	DEFINED	18
PROLOGIS	SH BEN INT	743410102	884	15495	SH	DEFINED	18
PROQUEST COMPANY	COM	74346P102	8	600	SH	DEFINED	18
PROSHARES TR	SHORT QQQ PSHS	74347R602	9	130	SH	DEFINED	18
PROSHARES TR	SHORT MDCAP400	74347R800	5	70	SH	DEFINED	18
PROSHARES TR	ULTRASHT DOW30	74347R867	3	50	SH	DEFINED	18
PROSHARES TR	ULTRASHORT QQQ	74347R875	3	50	SH	DEFINED	18
PROSHARES TR	ULTRASHT SP500	74347R883	3	50	SH	DEFINED	18
PROTECTIVE LIFE CORP	COM	743674103	26	575	SH	DEFINED	18
PROVIDENT BANKSHARES CORP	COM	743859100	24	639	SH	DEFINED	18
PRUDENTIAL FINL INC	COM	744320102	1468	19250	SH	DEFINED	18
PS BUSINESS PKS INC CALIF	COM	69360J107	5469	90702	SH	DEFINED	18
PS BUSINESS PKS INC CALIF	COM	69360J107	754	12500	SH	DEFINED	21
PSS WORLD MED INC	COM	69366A100	2518	125960	SH	DEFINED	18
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	3569	104700	SH	DEFINED	18
PUBLIC STORAGE INC	COM	74460D109	1583	18407	SH	DEFINED	18
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	816	13333	SH	DEFINED	18
PUBLICIS S A NEW	SPONSORED ADR	74463M106	171	4325	SH	DEFINED	18
PUGET ENERGY INC NEW	COM	745310102	77	3387	SH	DEFINED	18
PULTE HOMES INC	COM	745867101	4	113	SH	DEFINED	18
PUTNAM HIGH YIELD MUN TR	SH BEN INT	746781103	71	10000	SH	DEFINED	18
PUTNAM MANAGED HIGH YIELD TR	SH BEN INT	746819101	0	8	SH	DEFINED	18
PUTNAM MASTER INTER INCOME T	SH BEN INT	746909100	11	1742	SH	DEFINED	18
PUTNAM PREMIER INCOME TR	SH BEN INT	746853100	33	5383	SH	DEFINED	18
QLOGIC CORP	COM	747277101	6	302	SH	DEFINED	18
QLT INC	COM	746927102	30	4000	SH	DEFINED	18
QUALCOMM INC	COM	747525103	65368	1798300	SH	DEFINED	21
QUALCOMM INC	COM	747525103	303811	8357938	SH	DEFINED	18
QUANTA SVCS INC	COM	74762E102	1504	89220	SH	DEFINED	18
QUANTUM CORP	COM DSSG	747906204	32579	14944574	SH	DEFINED	18
QUEBECOR WORLD INC	COM NON-VTG	748203106	2	177	SH	DEFINED	18
QUEST DIAGNOSTICS INC	COM	74834L100	8423	137714	SH	DEFINED	18
QUEST SOFTWARE INC	COM	74834T103	2727	190945	SH	DEFINED	18
QUESTAR CORP	COM	748356102	413	5050	SH	DEFINED	18
QUICKSILVER RESOURCES INC	COM	74837R104	112	3500	SH	DEFINED	21
QWEST COMMUNICATIONS INTL IN	COM	749121109	27	3139	SH	DEFINED	18
R H DONNELLEY CORP	COM NEW	74955W307	19130	361627	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

R H DONNELLEY CORP	COM NEW	74955W307	3343	63200	SH	DEFINED	21
RACKABLE SYS INC	COM	750077109	2986	109100	SH	DEFINED	18
RADIAN GROUP INC	COM	750236101	484	8063	SH	DEFINED	18
RADIOSHACK CORP	COM	750438103	101	5245	SH	DEFINED	18
RAMBUS INC DEL	COM	750917106	767	44000	SH	DEFINED	18
RANDGOLD RES LTD	ADR	752344309	2	100	SH	DEFINED	18
RANGE RES CORP	COM	75281A109	6661	263900	SH	DEFINED	18
RANGE RES CORP	COM	75281A109	1174	46500	SH	DEFINED	21
RAYMOND JAMES FINANCIAL INC	COM	754730109	22	750	SH	DEFINED	18
RAYONIER INC	COM	754907103	2764	73128	SH	DEFINED	18
RAYTHEON CO	COM NEW	755111507	30690	639242	SH	DEFINED	21
RAYTHEON CO	*W EXP 06/16/201	755111119	22	1564	SH	DEFINED	18
RAYTHEON CO	COM NEW	755111507	649277	13523786	SH	DEFINED	18
RBC BEARINGS INC	COM	75524B104	5984	247790	SH	DEFINED	18
REAL ESTATE INCOME FUND INC	COM	755881109	52	2505	SH	DEFINED	18
REALNETWORKS INC	COM	75605L104	4	350	SH	DEFINED	18
REALOGY CORP	COM	75605E100	796	35087	SH	DEFINED	18
RECKSON ASSOCS RLTY CORP	COM	75621K106	599	14000	SH	DEFINED	18
RED HAT INC	COM	756577102	162381	7703100	SH	DEFINED	18
REDBACK NETWORKS INC	COM NEW	757209507	673	48500	SH	DEFINED	21
REDBACK NETWORKS INC	COM NEW	757209507	3768	271460	SH	DEFINED	18
REED ELSEVIER N V	SPONSORED ADR	758204101	67	2000	SH	DEFINED	18
REGAL ENTMT GROUP	CL A	758766109	12288	619970	SH	DEFINED	18
REGIONS FINANCIAL CORP NEW	COM	7591EP100	774	21037	SH	DEFINED	18
REGIS CORP MINN	COM	758932107	68	1894	SH	DEFINED	18
REHABCARE GROUP INC	COM	759148109	8211	626825	SH	DEFINED	18
RELIANCE STEEL & ALUMINUM CO	COM	759509102	10448	325070	SH	DEFINED	18
RELIANT ENERGY INC	COM	75952B105	3612	293419	SH	DEFINED	18
RESEARCH IN MOTION LTD	COM	760975102	24749	241100	SH	DEFINED	18
RESMED INC	COM	761152107	3026	75171	SH	DEFINED	18
RESPIRONICS INC	COM	761230101	378	9800	SH	DEFINED	18
REUTERS GROUP PLC	SPONSORED ADR	76132M102	147	3025	SH	DEFINED	18
REWARDS NETWORK INC	COM	761557107	6	1333	SH	DEFINED	18
REXAM PLC	SP ADR NEW2001	761655406	101	1860	SH	DEFINED	18
REYNOLDS & REYNOLDS CO	CL A	761695105	186	4700	SH	DEFINED	18
REYNOLDS AMERICAN INC	COM	761713106	49	796	SH	DEFINED	18
RF MICRODEVICES INC	COM	749941100	42006	5541750	SH	DEFINED	18
RF MICRODEVICES INC	NOTE 1.500% 7/0	749941AE0	924	800000	PRN	DEFINED	18
RF MICRODEVICES INC	NOTE 1.500% 7/0	749941AE0	8258	7150000	PRN	DEFINED	21
RIMAGE CORP	COM	766721104	4237	189000	SH	DEFINED	18
RINKER GROUP LTD	SPONSORED ADR	76687M101	293	5685	SH	DEFINED	18
RIO TINTO PLC	SPONSORED ADR	767204100	31706	167201	SH	DEFINED	18
RITE AID CORP	COM	767754104	30	6500	SH	DEFINED	18
ROBERT HALF INTL INC	COM	770323103	847	24940	SH	DEFINED	18
ROCKWELL AUTOMATION INC	COM	773903109	47848	823552	SH	DEFINED	18
ROCKWELL COLLINS INC	COM	774341101	98	1785	SH	DEFINED	18
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	5	83	SH	DEFINED	18
ROGERS COMMUNICATIONS INC	CL B	775109200	175	3185	SH	DEFINED	18
ROHM & HAAS CO	COM	775371107	387	8182	SH	DEFINED	18
ROPER INDS INC NEW	NOTE 1.481% 1/1	776696AA4	8742	14825000	PRN	DEFINED	21
ROPER INDS INC NEW	NOTE 1.481% 1/1	776696AA4	1120	1900000	PRN	DEFINED	18
ROPER INDS INC NEW	COM	776696106	29710	664049	SH	DEFINED	18
ROWAN COS INC	COM	779382100	3229	102100	SH	DEFINED	21
ROWAN COS INC	COM	779382100	2790	88200	SH	DEFINED	18
ROYAL & SUN ALLIANCE INS	SPON ADR NEW	78004V202	28	2040	SH	DEFINED	18
ROYAL BK CDA MONTREAL QUE	COM	780087102	254	5714	SH	DEFINED	18
ROYAL BK SCOTLAND GROUP PLC	SPON ADR PRF G	780097887	40	1600	SH	DEFINED	18
ROYAL BK SCOTLAND GROUP PLC	SP ADR PREF E	780097705	62	2500	SH	DEFINED	18
ROYAL BK SCOTLAND GROUP PLC	SP ADR PREF M	780097796	8	300	SH	DEFINED	18
ROYAL BK SCOTLAND GROUP PLC	SPON ADR F	780097804	46	1779	SH	DEFINED	18
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	28066	424600	SH	DEFINED	21
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	273	3995	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	103483	1565559	SH	DEFINED	18
ROYCE MICRO-CAP TR INC	COM	780915104	0	20	SH	DEFINED	18
ROYCE VALUE TR INC	COM	780910105	27	1320	SH	DEFINED	18
RPM INTL INC	COM	749685103	9	462	SH	DEFINED	18
RTI INTL METALS INC	COM	74973W107	47806	1096980	SH	DEFINED	18
RUBY TUESDAY INC	COM	781182100	42	1500	SH	DEFINED	18
RYDER SYS INC	COM	783549108	195	3765	SH	DEFINED	18
RYDEX ETF TRUST	TOP 50 ETF	78355W205	2	23	SH	DEFINED	18
RYDEX ETF TRUST	S&P 500 EQ TRD	78355W106	5	119	SH	DEFINED	18
RYLAND GROUP INC	COM	783764103	387	8955	SH	DEFINED	18
SABRE HLDGS CORP	CL A	785905100	34221	1463043	SH	DEFINED	18
SABRE HLDGS CORP	CL A	785905100	2636	112700	SH	DEFINED	21
SAFECO CORP	COM	786429100	1	13	SH	DEFINED	18
SAFENET INC	COM	78645R107	291	16000	SH	DEFINED	18
SAFENET INC	COM	78645R107	2226	122400	SH	DEFINED	21
SAFETY INS GROUP INC	COM	78648T100	37	770	SH	DEFINED	18
SAFEWAY INC	COM NEW	786514208	1741	57373	SH	DEFINED	21
SAFEWAY INC	COM NEW	786514208	270695	8919126	SH	DEFINED	18
SAKS INC	COM	79377W108	150	8675	SH	DEFINED	18
SALESFORCE COM INC	COM	79466L302	7	207	SH	DEFINED	18
SALISBURY BANCORP INC	COM	795226109	574	14538	SH	DEFINED	18
SALOMON BROS 2008 WORLDWIDE	COM	79548R103	1	106	SH	DEFINED	18
SALOMON BROS CP & INCM FD IN	COM	795500107	69	3908	SH	DEFINED	18
SALOMON BROS EMERG MKT DEBT	COM	79550E107	15	842	SH	DEFINED	18
SALOMON BROS GLBL HIGH INC F	COM	79550G102	72	5521	SH	DEFINED	18
SALOMON BROS HIGH INCOME FD	COM	794907105	394	37597	SH	DEFINED	18
SALOMON BROS VAR RATE STRT F	COM	79550X105	0	3	SH	DEFINED	18
SALOMON BROS WORLDWIDE INCOM	COM	79548T109	0	33	SH	DEFINED	18
SAN JUAN BASIN RTY TR	UNIT BEN INT	798241105	53	1500	SH	DEFINED	18
SAN PAOLO-IMI S P A	SPONSORED ADR	799175104	7	160	SH	DEFINED	18
SANDISK CORP	COM	80004C101	3637	67924	SH	DEFINED	21
SANDISK CORP	COM	80004C101	770091	14383467	SH	DEFINED	18
SANOFI AVENTIS	SPONSORED ADR	80105N105	103979	2338181	SH	DEFINED	18
SANOFI AVENTIS	SPONSORED ADR	80105N105	69193	1555942	SH	DEFINED	21
SANTA FE ENERGY TR	RCPT DEP UNITS	802013102	6	200	SH	DEFINED	18
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	36146	730212	SH	DEFINED	18
SAPIENT CORP	COM	803062108	3821	702300	SH	DEFINED	18
SAPIENT CORP	COM	803062108	320	58900	SH	DEFINED	21
SARA LEE CORP	COM	803111103	64	4000	SH	DEFINED	21
SARA LEE CORP	COM	803111103	2102	130813	SH	DEFINED	18
SASOL LTD	SPONSORED ADR	803866300	2	57	SH	DEFINED	18
SAUER-DANFOSS INC	COM	804137107	15926	664135	SH	DEFINED	18
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	20	3000	SH	DEFINED	18
SCANA CORP NEW	COM	80589M102	17386	431738	SH	DEFINED	18
SCHEIN HENRY INC	COM	806407102	146	2919	SH	DEFINED	18
SCHERING PLOUGH CORP	COM	806605101	24069	1089600	SH	DEFINED	18
SCHERING PLOUGH CORP	COM	806605101	31435	1423045	SH	DEFINED	18
SCHLUMBERGER LTD	COM	806857108	143517	2313675	SH	DEFINED	18
SCHWAB CHARLES CORP NEW	COM	808513105	1362	76020	SH	DEFINED	18
SCOTTS MIRACLE GRO CO	CL A	810186106	5986	134540	SH	DEFINED	18
SCOTTS MIRACLE GRO CO	CL A	810186106	1228	27600	SH	DEFINED	21
SCRIPPS E W CO OHIO	CL A	811054204	38	790	SH	DEFINED	18
SEACOAST BKG CORP FLA	COM	811707306	2398	79400	SH	DEFINED	18
SEACOR HOLDINGS INC	COM	811904101	17944	217500	SH	DEFINED	18
SEAGATE TECHNOLOGY	SHS	G7945J104	375544	16264367	SH	DEFINED	18
SEAGATE TECHNOLOGY	SHS	G7945J104	4269	184881	SH	DEFINED	21
SEALED AIR CORP NEW	COM	81211K100	17	307	SH	DEFINED	18
SEARS HLDGS CORP	COM	812350106	60	381	SH	DEFINED	18
SEATTLE GENETICS INC	COM	812578102	5	1000	SH	DEFINED	18
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	64	1838	SH	DEFINED	18
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	1	19	SH	DEFINED	18
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	5	173	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	170	5000	SH	DEFINED	18
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	15017	452463	SH	DEFINED	18
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	17	488	SH	DEFINED	18
SEMPRA ENERGY	COM	816851109	125271	2492946	SH	DEFINED	21
SEMPRA ENERGY	COM	816851109	265962	5292776	SH	DEFINED	18
SENIOR HIGH INCOME PORTFOLIO	COM	8.17E+111	0	53	SH	DEFINED	18
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	4	200	SH	DEFINED	18
SENOXYX INC	COM	81724Q107	1067	69400	SH	DEFINED	21
SENOXYX INC	COM	81724Q107	6087	396000	SH	DEFINED	18
SENSIENT TECHNOLOGIES CORP	COM	81725T100	201	10250	SH	DEFINED	18
SEPRACOR INC	COM	817315104	58	1200	SH	DEFINED	21
SEPRACOR INC	COM	817315104	229	4728	SH	DEFINED	18
SERVICE CORP INTL	COM	817565104	661	70797	SH	DEFINED	18
SERVICEMASTER CO	COM	81760N109	39029	3481646	SH	DEFINED	18
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	45	1500	SH	DEFINED	18
SHAW GROUP INC	COM	820280105	25909	1095975	SH	DEFINED	18
SHERWIN WILLIAMS CO	COM	824348106	28623	513141	SH	DEFINED	18
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	118	1310	SH	DEFINED	18
SHIRE PLC	SPONSORED ADR	82481R106	154	3125	SH	DEFINED	18
SHUFFLE MASTER INC	COM	825549108	2551	94461	SH	DEFINED	18
SIEMENS A G	SPONSORED ADR	826197501	198	2270	SH	DEFINED	18
SIERRA HEALTH SVCS INC	COM	826322109	4499	118900	SH	DEFINED	18
SIERRA PAC RES NEW	COM	826428104	9979	695890	SH	DEFINED	18
SIGMA ALDRICH CORP	COM	826552101	3359	44393	SH	DEFINED	18
SIGNET GROUP PLC	SP ADR REP 10	82668L872	111	5330	SH	DEFINED	18
SILICON LABORATORIES INC	COM	826919102	608	19602	SH	DEFINED	18
SIMON PPTY GROUP INC NEW	COM	828806109	1496	16507	SH	DEFINED	18
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	1036	14000	SH	DEFINED	18
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	7578	102400	SH	DEFINED	21
SIMPSON MANUFACTURING CO INC	COM	829073105	29	1066	SH	DEFINED	18
SINA CORP	ORD	G81477104	1954	77700	SH	DEFINED	21
SINA CORP	ORD	G81477104	16182	643400	SH	DEFINED	18
SINA CORP	NOTE	7/1 82922RAB9	9907	8700000	PRN	DEFINED	21
SINA CORP	NOTE	7/1 82922RAB9	1253	1100000	PRN	DEFINED	18
SINGAPORE FD INC	COM	82929L109	3	250	SH	DEFINED	18
SIRIUS SATELLITE RADIO INC	COM	82966U103	108242	27612785	SH	DEFINED	18
SIX FLAGS INC	COM	83001P109	16	3000	SH	DEFINED	18
SK TELECOM LTD	SPONSORED ADR	78440P108	24692	1044927	SH	DEFINED	18
SKYWEST INC	COM	830879102	6292	256608	SH	DEFINED	18
SKYWORKS SOLUTIONS INC	COM	83088M102	10	2000	SH	DEFINED	18
SLM CORP	COM	78442P106	59262	1140090	SH	DEFINED	18
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	21945	478834	SH	DEFINED	18
SMITH INTL INC	COM	832110100	16782	432520	SH	DEFINED	18
SMUCKER J M CO	COM NEW	832696405	521	10875	SH	DEFINED	18
SMURFIT-STONE CONTAINER CORP	COM	832727101	1	100	SH	DEFINED	18
SNAP ON INC	COM	833034101	9606	215632	SH	DEFINED	18
SOHU COM INC	COM	83408W103	16394	744500	SH	DEFINED	18
SOHU COM INC	COM	83408W103	6463	293500	SH	DEFINED	21
SOLECTRON CORP	COM	834182107	71	21814	SH	DEFINED	18
SONOCO PRODS CO	COM	835495102	1009	30000	SH	DEFINED	18
SONUS NETWORKS INC	COM	835916107	158	30000	SH	DEFINED	18
SONY CORP	ADR NEW	835699307	95	2346	SH	DEFINED	18
SOUTHERN CO	COM	842587107	4473	129817	SH	DEFINED	18
SOUTHWEST AIRLS CO	COM	844741108	61129	3669211	SH	DEFINED	18
SOUTHWEST AIRLS CO	COM	844741108	15	884	SH	DEFINED	21
SOUTHWEST GAS CORP	COM	844895102	1	28	SH	DEFINED	18
SOUTHWESTERN ENERGY CO	COM	845467109	14	454	SH	DEFINED	18
SOVEREIGN BANCORP INC	COM	845905108	11	500	SH	DEFINED	18
SPAIN FD	COM	846330108	7	500	SH	DEFINED	18
SPDR TR	UNIT SER 1	78462F103	5300	39678	SH	DEFINED	18
SPEEDWAY MOTORSPORTS INC	COM	847788106	177	4853	SH	DEFINED	18
SPIRIT FIN CORP	COM	848568309	20121	1733108	SH	DEFINED	18



Edgar Filing: LEGG MASON INC - Form 13F-HR/A

SPRINT NEXTEL CORP	COM FON	852061100	157179	9164967	SH	DEFINED	18
SPRINT NEXTEL CORP	COM FON	852061100	58727	3424334	SH	DEFINED	21
SPX CORP	COM	784635104	8123	152000	SH	DEFINED	18
SRA INTL INC	CL A	78464R105	2	60	SH	DEFINED	18
ST JOE CO	COM	790148100	1717	31300	SH	DEFINED	18
ST JUDE MED INC	COM	790849103	5081	143989	SH	DEFINED	18
ST JUDE MED INC	COM	790849103	29	833	SH	DEFINED	21
ST MARY LD & EXPL CO	COM	792228108	2	60	SH	DEFINED	18
ST PAUL TRAVELERS INC	COM	792860108	39899	850900	SH	DEFINED	21
ST PAUL TRAVELERS INC	COM	792860108	382017	8147090	SH	DEFINED	18
STANCORP FINL GROUP INC	COM	852891100	417	9340	SH	DEFINED	18
STANDARD MICROSYSTEMS CORP	COM	853626109	55826	1964335	SH	DEFINED	18
STANLEY WKS	COM	854616109	10	200	SH	DEFINED	18
STAPLES INC	COM	855030102	15041	618195	SH	DEFINED	18
STAPLES INC	COM	855030102	22844	938941	SH	DEFINED	21
STARBUCKS CORP	COM	855244109	1254	36827	SH	DEFINED	18
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	120	2091	SH	DEFINED	18
STATE BANCORP INC N.Y	COM	855716106	0	13	SH	DEFINED	18
STATE STR CORP	COM	857477103	217873	3491549	SH	DEFINED	18
STATE STR CORP	COM	857477103	1871	29986	SH	DEFINED	21
STATION CASINOS INC	COM	857689103	24958	431578	SH	DEFINED	21
STATION CASINOS INC	COM	857689103	79545	1375502	SH	DEFINED	18
STEINER LEISURE LTD	ORD	P8744Y102	14468	344075	SH	DEFINED	18
STERICYCLE INC	COM	858912108	113	1612	SH	DEFINED	18
STERLING BANCORP	COM	859158107	3	157	SH	DEFINED	18
STOLT NIELSEN S A	SP ADR REG COM	861565109	149	5750	SH	DEFINED	18
STORA ENSO CORP	SPON ADR REP R	86210M106	3697	244499	SH	DEFINED	18
STREETTRACKS GOLD TR	GOLD SHS	863307104	45565	766192	SH	DEFINED	18
STRYKER CORP	COM	863667101	21684	437263	SH	DEFINED	18
SUBURBAN PROPANE PARTNERS L	UNIT LTD PARTN	864482104	8	249	SH	DEFINED	18
SUEZ	SPONSORED ADR	864686100	110	2475	SH	DEFINED	18
SUN COMMUNITIES INC	COM	866674104	447	14000	SH	DEFINED	18
SUN LIFE FINL INC	COM	866796105	76	1843	SH	DEFINED	18
SUN MICROSYSTEMS INC	COM	866810104	27	5400	SH	DEFINED	21
SUN MICROSYSTEMS INC	COM	866810104	3704	748203	SH	DEFINED	18
SUNCOR ENERGY INC	COM	867229106	95543	1326066	SH	DEFINED	18
SUNOCO INC	COM	86764P109	94	1507	SH	DEFINED	18
SUNOCO LOGISTICS PRTRNS L P	COM UNITS	86764L108	45	1000	SH	DEFINED	18
SUNRISE SENIOR LIVING INC	COM	86768K106	3	100	SH	DEFINED	18
SUNSTONE HOTEL INVS INC NEW	COM	867892101	0	8	SH	DEFINED	18
SUNTRUST BKS INC	COM	867914103	5613	72639	SH	DEFINED	18
SUPERIOR WELL SVCS INC	COM	86837X105	3061	154600	SH	DEFINED	18
SUPERVALU INC	COM	868536103	322	10864	SH	DEFINED	18
SURMODICS INC	COM	868873100	35	1000	SH	DEFINED	18
SWISS HELVETIA FD INC	COM	870875101	87	4604	SH	DEFINED	18
SWISSCOM AG	SPONSORED ADR	871013108	4	111	SH	DEFINED	18
SYBASE INC	COM	871130100	28	1150	SH	DEFINED	18
SYMANTEC CORP	COM	871503108	12202	573404	SH	DEFINED	18
SYNGENTA AG	SPONSORED ADR	87160A100	173	5728	SH	DEFINED	18
SYNOVUS FINL CORP	COM	87161C105	1625	55342	SH	DEFINED	18
SYSCO CORP	COM	871829107	18122	541764	SH	DEFINED	18
SYSTEMAX INC	COM	871851101	52	3250	SH	DEFINED	18
TAIWAN GREATER CHINA FD	SH BEN INT	874037104	7	1239	SH	DEFINED	18
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	304494	31718161	SH	DEFINED	18
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2016	209952	SH	DEFINED	21
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	7635	535400	SH	DEFINED	18
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	1724	120900	SH	DEFINED	21
TANOX INC	COM	87588Q109	2999	253700	SH	DEFINED	18
TANOX INC	COM	87588Q109	495	41920	SH	DEFINED	21
TARGET CORP	COM	87612E106	29461	533236	SH	DEFINED	21
TARGET CORP	COM	87612E106	85505	1547608	SH	DEFINED	18
TATA MTRS LTD	SPONSORED ADR	876568502	23444	1261800	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

TAUBMAN CTRS INC	COM	876664103	124	2800	SH	DEFINED	18
TCF FINL CORP	COM	872275102	4	150	SH	DEFINED	18
TCW STRATEGIC INCOME FUND IN	COM	872340104	8	1530	SH	DEFINED	18
TD AMERITRADE HLDG CORP	COM	87236Y108	41	2160	SH	DEFINED	18
TECH DATA CORP	COM	878237106	6658	182250	SH	DEFINED	18
TECHNIP NEW	SPONSORED ADR	878546209	2	28	SH	DEFINED	18
TECHNITROL INC	COM	878555101	36	1200	SH	DEFINED	18
TECHNOLOGY SOLUTIONS CO	COM NEW	87872T207	0	1	SH	DEFINED	18
TECUMSEH PRODS CO	CL B	878895101	554	36900	SH	DEFINED	18
TECUMSEH PRODS CO	CL A	878895200	578	38000	SH	DEFINED	18
TEJON RANCH CO DEL	COM	879080109	25	600	SH	DEFINED	18
TEKELEC	COM	879101103	109	8400	SH	DEFINED	21
TEKTRONIX INC	COM	879131100	15926	550506	SH	DEFINED	18
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	14	1000	SH	DEFINED	18
TELECOM HLDRS TR	DEPOSITRY RCPT	87927P200	20011	605646	SH	DEFINED	18
TELEFLEX INC	COM	879369106	100	1804	SH	DEFINED	18
TELEFONICA S A	SPONSORED ADR	879382208	26768	516657	SH	DEFINED	18
TELEFONOS DE MEXICO S A	SPON ADR ORD L	879403780	238	9310	SH	DEFINED	18
TELENOR ASA	SPONSORED ADR	87944W105	138	3540	SH	DEFINED	18
TELEPHONE & DATA SYS INC	SPL COM	879433860	1259	30825	SH	DEFINED	18
TELEPHONE & DATA SYS INC	COM	879433100	1298	30826	SH	DEFINED	18
TELLABS INC	COM	879664100	3123	284933	SH	DEFINED	18
TEMPLETON DRAGON FD INC	COM	88018T101	2	78	SH	DEFINED	18
TEMPLETON EMERG MKTS INCOME	COM	880192109	27	2024	SH	DEFINED	18
TEMPLETON EMERGING MKTS FD I	COM	880191101	20	1053	SH	DEFINED	18
TEMPLETON GLOBAL INCOME FD	COM	880198106	35	3866	SH	DEFINED	18
TEMPUR PEDIC INTL INC	COM	88023U101	5805	338100	SH	DEFINED	18
TEMPUR PEDIC INTL INC	COM	88023U101	1107	64500	SH	DEFINED	21
TENARIS S A	SPONSORED ADR	88031M109	1	24	SH	DEFINED	18
TENET HEALTHCARE CORP	COM	88033G100	117	14343	SH	DEFINED	18
TENET HEALTHCARE CORP	COM	88033G100	19	2352	SH	DEFINED	21
TENNECO INC	COM	880349105	1	40	SH	DEFINED	18
TEPPCO PARTNERS L P	UT LTD PARTNER	872384102	1571	42275	SH	DEFINED	18
TERADYNE INC	COM	880770102	52957	4024091	SH	DEFINED	18
TESCO CORP	COM	88157K101	36	2330	SH	DEFINED	18
TETRA TECH INC NEW	COM	88162G103	70	4000	SH	DEFINED	18
TEVA PHARMACEUTICAL FIN II L	DBCV 0.250% 2/0	88164RAB3	195560	1800000	SH	DEFINED	18
TEVA PHARMACEUTICAL FIN II L	DBCV 0.250% 2/0	88164RAB3	14993	13800000	PRN	DEFINED	21
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	37561	1101826	SH	DEFINED	21
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	121255	3556897	SH	DEFINED	18
TEXAS INSTRS INC	COM	882508104	1227794	36926140	SH	DEFINED	18
TEXAS INSTRS INC	COM	882508104	27454	825688	SH	DEFINED	21
TEXTRON INC	COM	883203101	65971	753955	SH	DEFINED	21
TEXTRON INC	COM	883203101	121822	1392247	SH	DEFINED	18
THERMO ELECTRON CORP	COM	883556102	1489	37850	SH	DEFINED	18
THOR INDS INC	COM	885160101	204	4964	SH	DEFINED	18
THQ INC	COM NEW	872443403	58	2000	SH	DEFINED	18
TIBCO SOFTWARE INC	COM	88632Q103	10709	1192536	SH	DEFINED	18
TIBCO SOFTWARE INC	COM	88632Q103	2107	234600	SH	DEFINED	21
TIFFANY & CO NEW	COM	886547108	176	5289	SH	DEFINED	18
TIM HORTONS INC	COM	88706M103	1	35	SH	DEFINED	18
TIMBERLAND CO	CL A	887100105	13421	466505	SH	DEFINED	18
TIME WARNER INC	COM	887317105	85047	4665238	SH	DEFINED	21
TIME WARNER INC	COM	887317105	2163951	118702716	SH	DEFINED	18
TIMKEN CO	COM	887389104	14326	481059	SH	DEFINED	18
TJX COS INC NEW	COM	872540109	37	1310	SH	DEFINED	21
TJX COS INC NEW	COM	872540109	570	20325	SH	DEFINED	18
TNT N V	SPONSORED ADR	87260W101	170	4475	SH	DEFINED	18
TOLL BROTHERS INC	COM	889478103	62802	2236543	SH	DEFINED	18
TOLL BROTHERS INC	COM	889478103	45484	1619800	SH	DEFINED	21
TOMKINS PLC	SPONSORED ADR	890030208	17964	1005249	SH	DEFINED	18
TOMPKINSTRUSTCO INC	COM	890110109	3868	85103	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

TOOTSIE ROLL INDS INC	COM		890516107	36	1231	SH	DEFINED	18
TOREADOR RES CORP	COM		891050106	22	1200	SH	DEFINED	18
TORO CO	COM		891092108	310	7342	SH	DEFINED	18
TORONTO DOMINION BK ONT	COM NEW		891160509	88	1483	SH	DEFINED	18
TORTOISE ENERGY CAP CORP	COM		89147U100	3	110	SH	DEFINED	18
TORTOISE ENERGY INFRSTRCTR C	COM		89147L100	32	1000	SH	DEFINED	18
TOTAL S A	SPONSORED ADR		89151E109	123978	1880166	SH	DEFINED	21
TOTAL S A	SPONSORED ADR		89151E109	266755	4045419	SH	DEFINED	18
TOYOTA MOTOR CORP	SP ADR REP2COM		892331307	97	891	SH	DEFINED	18
TRACTOR SUPPLY CO	COM		892356106	5	97	SH	DEFINED	18
TRAFFIX INC	COM		892721101	5	1000	SH	DEFINED	18
TRANSDIGM GROUP INC	COM		893641100	2608	106800	SH	DEFINED	18
TRANSOCEAN INC	ORD		G90078109	3085	42129	SH	DEFINED	18
TRC COS INC	COM		872625108	909	106700	SH	DEFINED	18
TREEHOUSE FOODS INC	COM		89469A104	67	2831	SH	DEFINED	18
TREND MICRO INC	SPONS ADR NEW		89486M206	17694	607822	SH	DEFINED	18
TRI CONTL CORP	COM		895436103	67	3192	SH	DEFINED	18
TRIAD GTY INC	COM		895925105	22109	432070	SH	DEFINED	18
TRIAD HOSPITALS INC	COM		89579K109	623	14150	SH	DEFINED	18
TRIBUNE CO NEW	COM		896047107	1046	31975	SH	DEFINED	18
TRIDENT MICROSYSTEMS INC	COM		895919108	8336	358400	SH	DEFINED	18
TRIDENT MICROSYSTEMS INC	COM		895919108	1475	63400	SH	DEFINED	21
TRIMBLE NAVIGATION LTD	COM		896239100	2322	49315	SH	DEFINED	18
TRONOX INC	COM CL B		897051207	62	4858	SH	DEFINED	18
TRUMP ENTMT RESORTS INC	COM		89816T103	1	39	SH	DEFINED	18
TRUSTCO BK CORP N Y	COM		898349105	3	300	SH	DEFINED	18
TRUSTREET PTYS INC	PFD CV A		898404207	1	42	SH	DEFINED	18
TUPPERWARE BRANDS CORP	COM		899896104	8357	429460	SH	DEFINED	18
TURBOCHEF TECHNOLOGIES INC	COM NEW		900006206	3	200	SH	DEFINED	18
TUT SYSTEMS	COM		901103101	1	1412	SH	DEFINED	18
TXU CORP	COM		873168108	21199	339077	SH	DEFINED	18
TYCO INTL LTD NEW	COM		902124106	8904	318120	SH	DEFINED	21
TYCO INTL LTD NEW	COM		902124106	1482610	52969270	SH	DEFINED	18
TYSON FOODS INC	CL A		902494103	2	153	SH	DEFINED	18
UCBH HOLDINGS INC	COM		90262T308	24275	1390304	SH	DEFINED	18
UGI CORP NEW	COM		902681105	704	28798	SH	DEFINED	18
ULTIMATE SOFTWARE GROUP INC	COM		90385D107	2560	108800	SH	DEFINED	18
ULTRA PETROLEUM CORP	COM		903914109	1987	41300	SH	DEFINED	18
UMPQUA HLDGS CORP	COM		904214103	17545	613456	SH	DEFINED	18
UNILEVER N V	N Y SHS NEW		904784709	140	5694	SH	DEFINED	18
UNILEVER PLC	SPON ADR NEW		904767704	366689	14779898	SH	DEFINED	18
UNILEVER PLC	SPON ADR NEW		904767704	2649	106760	SH	DEFINED	21
UNION PAC CORP	COM		907818108	1824	20730	SH	DEFINED	18
UNIONBANCAL CORP	COM		908906100	164	2700	SH	DEFINED	18
UNISYS CORP	COM		909214108	350	61778	SH	DEFINED	18
UNITED DOMINION REALTY TR IN	COM		910197102	108	3589	SH	DEFINED	18
UNITED NAT FOODS INC	COM		911163103	5944	191809	SH	DEFINED	18
UNITED NAT FOODS INC	COM		911163103	1082	34900	SH	DEFINED	21
UNITED ONLINE INC	COM		911268100	12	1000	SH	DEFINED	18
UNITED PARCEL SERVICE INC	CL B		911312106	61	844	SH	DEFINED	21
UNITED PARCEL SERVICE INC	CL B		911312106	234966	3266134	SH	DEFINED	18
UNITED RENTALS NORTH AMER IN	NOTE 1.875%10/1		911365AH7	485	400000	PRN	DEFINED	18
UNITED RENTALS NORTH AMER IN	NOTE 1.875%10/1		911365AH7	4337	3575000	PRN	DEFINED	21
UNITED STATES STL CORP NEW	COM		912909108	4	66	SH	DEFINED	18
UNITED STATIONERS INC	COM		913004107	10991	236325	SH	DEFINED	18
UNITED TECHNOLOGIES CORP	COM		913017109	43743	690500	SH	DEFINED	21
UNITED TECHNOLOGIES CORP	COM		913017109	408297	6445101	SH	DEFINED	18
UNITED UTILS PLC	SPONSORED ADR		91311Q105	4	150	SH	DEFINED	18
UNITEDHEALTH GROUP INC	COM		91324P102	2180695	44323077	SH	DEFINED	18
UNITEDHEALTH GROUP INC	COM		91324P102	75401	1532545	SH	DEFINED	21
UNITRIN INC	COM		913275103	71	1600	SH	DEFINED	18
UNIVERSAL AMERN FINL CORP	COM		913377107	5059	314800	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

UNIVERSAL AMERN FINL CORP	COM	913377107	1102	68600	SH	DEFINED	21
UNIVERSAL DISPLAY CORP	COM	91347P105	11	1000	SH	DEFINED	18
UNIVISION COMMUNICATIONS INC	CL A	914906102	38	1102	SH	DEFINED	21
UNIVISION COMMUNICATIONS INC	CL A	914906102	190	5524	SH	DEFINED	18
UNUMPROVIDENT CORP	COM	91529Y106	57	2958	SH	DEFINED	18
URBAN OUTFITTERS INC	COM	917047102	1690	95400	SH	DEFINED	21
URBAN OUTFITTERS INC	COM	917047102	12081	681777	SH	DEFINED	18
URS CORP NEW	COM	903236107	24	610	SH	DEFINED	18
US BANCORP DEL	COM NEW	902973304	15794	475445	SH	DEFINED	18
UST INC	COM	902911106	229	4176	SH	DEFINED	18
UTI WORLDWIDE INC	ORD	G87210103	3	95	SH	DEFINED	18
V F CORP	COM	918204108	356	4885	SH	DEFINED	18
VALEANT PHARMACEUTICALS INTL	COM	91911X104	85990	4347310	SH	DEFINED	18
VALERO ENERGY CORP NEW	COM	91913Y100	34447	669265	SH	DEFINED	18
VALERO L P	COM UT LTD PRT	91913W104	56	1114	SH	DEFINED	18
VALLEY NATL BANCORP	COM	919794107	0	18	SH	DEFINED	18
VALSPAR CORP	COM	920355104	6877	258545	SH	DEFINED	18
VALSPAR CORP	COM	920355104	1181	44380	SH	DEFINED	21
VAN KAMPEN CALIF VALUE MUN I	COM	92112B107	11	718	SH	DEFINED	18
VAN KAMPEN HIGH INCOME TR II	SH BEN INT	920913100	4	970	SH	DEFINED	18
VAN KAMPEN OHIO QUALITY MUN	COM	920923109	0	1	SH	DEFINED	18
VAN KAMPEN TR INVT GRADE MUN	COM	920929106	25	1667	SH	DEFINED	18
VAN KAMPEN TR INVT GRADE N Y	COM	920931102	14	936	SH	DEFINED	18
VANGUARD INDEX FDS	SML CP GRW ETF	922908595	145	2400	SH	DEFINED	18
VANGUARD INDEX FDS	VALUE ETF	922908744	5	83	SH	DEFINED	18
VANGUARD INDEX FDS	STK MRK ETF	922908769	3343	25430	SH	DEFINED	18
VANGUARD INTL EQUITY INDEX F	EURPEAN ETF	922042874	1	17	SH	DEFINED	18
VANGUARD WORLD FDS	HEALTH CAR ETF	92204A504	1	18	SH	DEFINED	18
VANGUARD WORLD FDS	CONSUM STP ETF	92204A207	1	17	SH	DEFINED	18
VANGUARD WORLD FDS	INDUSTRIAL ETF	92204A603	28	460	SH	DEFINED	18
VANGUARD WORLD FDS	INF TECH ETF	92204A702	1	21	SH	DEFINED	18
VARIAN INC	COM	922206107	9	200	SH	DEFINED	18
VARIAN MED SYS INC	COM	92220P105	131	2456	SH	DEFINED	18
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	11	300	SH	DEFINED	18
VCA ANTECH INC	COM	918194101	5333	147905	SH	DEFINED	18
VECTOR GROUP LTD	COM	92240M108	1	63	SH	DEFINED	18
VECTREN CORP	COM	92240G101	9	350	SH	DEFINED	18
VENTANA MED SYS INC	COM	92276H106	2403	58855	SH	DEFINED	18
VERIFONE HLDGS INC	COM	92342Y109	26	920	SH	DEFINED	18
VERISIGN INC	COM	92343E102	593	29361	SH	DEFINED	21
VERISIGN INC	COM	92343E102	190573	9434299	SH	DEFINED	18
VERIZON COMMUNICATIONS	COM	92343V104	2253	60684	SH	DEFINED	21
VERIZON COMMUNICATIONS	COM	92343V104	300455	8091966	SH	DEFINED	18
VERTEX PHARMACEUTICALS INC	COM	92532F100	99642	2961115	SH	DEFINED	18
VERTEX PHARMACEUTICALS INC	COM	92532F100	855	25400	SH	DEFINED	21
VIACELL INC	COM	92554J105	2901	690749	SH	DEFINED	18
VIACOM INC NEW	CL B	92553P201	131	3523	SH	DEFINED	21
VIACOM INC NEW	CL B	92553P201	90622	2437394	SH	DEFINED	18
VIACOM INC NEW	CL A	92553P102	293	7855	SH	DEFINED	18
VIASYS HEALTHCARE INC	COM NEW	92553Q209	150	5522	SH	DEFINED	18
VIGNETTE CORP	COM NEW	926734401	56	4152	SH	DEFINED	18
VISHAY INTERTECHNOLOGY INC	COM	928298108	1470	104725	SH	DEFINED	18
VISTAPRINT LIMITED	SHS	G93762204	2825	108905	SH	DEFINED	18
VISTEON CORP	COM	92839U107	3	326	SH	DEFINED	18
VITRIA TECHNOLOGY	COM NEW	92849Q401	59	22099	SH	DEFINED	18
VIVO PARTICIPACOES S A	SPON ADR PFD	92855S101	0	4	SH	DEFINED	18
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	374760	16393723	SH	DEFINED	18
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	2095	91630	SH	DEFINED	21
VOLCOM INC	COM	92864N101	2245	99600	SH	DEFINED	18
VOLVO AKTIEBOLAGET	ADR B	928856400	6	100	SH	DEFINED	18
VORNADO RLTY TR	SH BEN INT	929042109	54	496	SH	DEFINED	18
VOTORANTIM CELULOSE E PAPEL	SPONSORED ADR	92906P106	2582	152400	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

VULCAN MATLS CO	COM	929160109	235	3000	SH	DEFINED	18
W P CAREY & CO LLC	COM	92930Y107	45	1649	SH	DEFINED	18
WABTEC CORP	COM	929740108	12713	468585	SH	DEFINED	18
WACHOVIA CORP 2ND NEW	COM	929903102	92504	1657776	SH	DEFINED	18
WACHOVIA CORP 2ND NEW	COM	929903102	24658	441900	SH	DEFINED	21
WACOAL HOLDINGS CORP	ADR	930004205	5	74	SH	DEFINED	18
WAL MART STORES INC	COM	931142103	122487	2483516	SH	DEFINED	21
WAL MART STORES INC	COM	931142103	829044	16809488	SH	DEFINED	18
WALGREEN CO	COM	931422109	105167	2369161	SH	DEFINED	18
WARNER MUSIC GROUP CORP	COM	934550104	64131	2471315	SH	DEFINED	18
WASHINGTON FED INC	COM	938824109	218	9700	SH	DEFINED	18
WASHINGTON MUT INC	COM	939322103	4043	93005	SH	DEFINED	18
WASHINGTON POST CO	CL B	939640108	329	446	SH	DEFINED	18
WASTE CONNECTIONS INC	COM	941053100	2	53	SH	DEFINED	18
WASTE MGMT INC DEL	COM	94106L109	256684	6997917	SH	DEFINED	18
WATERS CORP	COM	941848103	1449	32000	SH	DEFINED	18
WATSON PHARMACEUTICALS INC	COM	942683103	494	18871	SH	DEFINED	18
WATSON WYATT WORLDWIDE INC	CL A	942712100	20370	497800	SH	DEFINED	18
WAVE SYSTEMS CORP	COM NEW	943526301	1715	1033018	SH	DEFINED	18
WEATHERFORD INTERNATIONAL LT	COM	G95089101	5551	133063	SH	DEFINED	21
WEATHERFORD INTERNATIONAL LT	COM	G95089101	1483785	35565305	SH	DEFINED	18
WEBEX COMMUNICATIONS INC	COM	94767L109	8079	207050	SH	DEFINED	18
WEBEX COMMUNICATIONS INC	COM	94767L109	1444	37000	SH	DEFINED	21
WEBSTER FINL CORP CONN	COM	947890109	9128	193762	SH	DEFINED	18
WEINGARTEN RLTY INVS	SH BEN INT	948741103	161	3738	SH	DEFINED	18
WELLCARE HEALTH PLANS INC	COM	94946T106	2416	42660	SH	DEFINED	18
WELLPOINT INC	COM	94973V107	46577	604500	SH	DEFINED	21
WELLPOINT INC	COM	94973V107	194827	2528576	SH	DEFINED	18
WELLS FARGO & CO NEW	COM	949746101	112954	3122004	SH	DEFINED	21
WELLS FARGO & CO NEW	COM	949746101	628114	17360820	SH	DEFINED	18
WENDYS INTL INC	COM	950590109	41935	625900	SH	DEFINED	18
WERNER ENTERPRISES INC	COM	950755108	931	49771	SH	DEFINED	18
WESTAMERICA BANCORPORATION	COM	957090103	1131	22400	SH	DEFINED	21
WESTAMERICA BANCORPORATION	COM	957090103	5553	109940	SH	DEFINED	18
WESTAR ENERGY INC	COM	95709T100	326	13875	SH	DEFINED	18
WESTERN ALLIANCE BANCORP	COM	957638109	2599	79000	SH	DEFINED	18
WESTERN ASSET CLAYMORE US TR	COM SH BEN INT	95766Q106	0	5	SH	DEFINED	18
WESTERN DIGITAL CORP	COM	958102105	23718	1310409	SH	DEFINED	18
WESTERN REFNG INC	COM	959319104	70	3000	SH	DEFINED	18
WEYERHAEUSER CO	COM	962166104	340159	5528352	SH	DEFINED	18
WEYERHAEUSER CO	COM	962166104	1948	31661	SH	DEFINED	21
WHIRLPOOL CORP	COM	963320106	132	1571	SH	DEFINED	18
WHITE MTNS INS GROUP LTD	COM	G9618E107	107	215	SH	DEFINED	18
WHITNEY HLDG CORP	COM	966612103	1087	30375	SH	DEFINED	18
WHOLE FOODS MKT INC	COM	966837106	38	642	SH	DEFINED	18
WIDER THAN CO LTD	SPONS ADR	967593104	1060	63282	SH	DEFINED	21
WIDER THAN CO LTD	SPONS ADR	967593104	6418	383165	SH	DEFINED	18
WILD OATS MARKETS INC	COM	96808B107	2771	171485	SH	DEFINED	18
WILLIAMS COS INC DEL	COM	969457100	1771	74211	SH	DEFINED	21
WILLIAMS COS INC DEL	COM	969457100	206359	8645119	SH	DEFINED	18
WILLIAMS SONOMA INC	COM	969904101	248	7672	SH	DEFINED	18
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	5	130	SH	DEFINED	18
WIND RIVER SYSTEMS INC	COM	973149107	4	400	SH	DEFINED	18
WINDSTREAM CORP	COM	97381W104	17098	1296273	SH	DEFINED	18
WINTRUST FINANCIAL CORP	COM	97650W108	6	119	SH	DEFINED	18
WISCONSIN ENERGY CORP	COM	976657106	783	18150	SH	DEFINED	18
WITNESS SYS INC	COM	977424100	2959	168800	SH	DEFINED	18
WMS INDS INC	COM	929297109	3188	109150	SH	DEFINED	18
WORLD WRESTLING ENTMT INC	CL A	98156Q108	20416	1242600	SH	DEFINED	18
WORTHINGTON INDS INC	COM	981811102	2	100	SH	DEFINED	18
WPP GROUP PLC	SPON ADR 0905	929309409	27930	452452	SH	DEFINED	18
WPS RESOURCES CORP	COM	92931B106	13342	268856	SH	DEFINED	18

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

WRIGHT EXPRESS CORP	COM	98233Q105	6037	250900	SH	DEFINED	18
WRIGHT EXPRESS CORP	COM	98233Q105	1232	51200	SH	DEFINED	21
WRIGLEY WM JR CO	COM	982526105	4976	108031	SH	DEFINED	21
WRIGLEY WM JR CO	COM	982526105	579708	12585925	SH	DEFINED	18
WYETH	PFD CV \$2	983024209	58	36	SH	DEFINED	18
WYETH	COM	983024100	34923	686923	SH	DEFINED	21
WYETH	COM	983024100	673229	13242121	SH	DEFINED	18
WYNDHAM WORLDWIDE CORP	COM	98310W108	785	28056	SH	DEFINED	18
XCEL ENERGY INC	COM	98389B100	19	897	SH	DEFINED	18
XEROX CORP	COM	984121103	1421	91354	SH	DEFINED	18
XILINX INC	COM	983919101	23	1070	SH	DEFINED	21
XILINX INC	COM	983919101	4046	184335	SH	DEFINED	18
XL CAP LTD	CL A	G98255105	4097	59640	SH	DEFINED	18
XM SATELLITE RADIO HLDGS INC	CL A	983759101	20	1530	SH	DEFINED	18
XTO ENERGY INC	COM	98385X106	21501	510359	SH	DEFINED	18
YAHOO INC	COM	984332106	6122	242154	SH	DEFINED	21
YAHOO INC	COM	984332106	850783	33654386	SH	DEFINED	18
YUM BRANDS INC	COM	988498101	339	6505	SH	DEFINED	18
ZARLINK SEMICONDUCTOR INC	COM	989139100	9302	4286530	SH	DEFINED	18
ZIMMER HLDGS INC	COM	98956P102	3143	46565	SH	DEFINED	18
ZIONS BANCORPORATION	COM	989701107	708	8873	SH	DEFINED	18
ZWEIG FD	COM	989834106	0	80	SH	DEFINED	18
ZWEIG TOTAL RETURN FD INC	COM	989837109	0	24	SH	DEFINED	18