

---

---

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) July 15, 2009

**LEGG MASON, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or Other Jurisdiction  
of Incorporation)

**1-8529**

(Commission File  
No.)

**52-1200960**

(IRS Employer  
Identification No.)

**100 Light Street, Baltimore, Maryland**

(Address of principal executive offices)

**21202**

(Zip Code)

Registrant's telephone number, including area code: (410) 539-0000

**Not Applicable**

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

**Item 8.01****Other Events.**

On July 15, 2009, Legg Mason, Inc. (the “Company”) announced an offer to exchange up to 21,850,000, or 95%, of its outstanding Equity Units in the form of corporate units (the “Units”) for 0.8881 of a share of the Company’s common stock and \$6.25 in cash per Unit. The exchange offer for the Units will expire on August 12, 2009, unless extended by the Company. A copy of the related press release is attached hereto as Exhibit 99 and is incorporated herein by reference.

**Item 9.01****Financial Statements and Exhibits.****(d) Exhibits**

<u>Exhibit</u> <u>No.</u>	<u>Subject Matter</u>
------------------------------	-----------------------

99	Press Release of Legg Mason, Inc. dated July 15, 2009
----	---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LEGG MASON, INC.**  
(Registrant)

Date: July 15, 2009

By: /s/ Thomas P. Lemke

Thomas P. Lemke  
Senior Vice President and General  
Counsel

**LEGG MASON, INC.**  
**EXHIBIT INDEX**

**Exhibit No.****Subject Matter**

99	Press Release of Legg Mason, Inc. dated July 15, 2009
----	---