

**BROWN CAPITAL MANAGEMENT**  
**FORM 13F**  
**30-Sep-01**

Name of Issuer	Title of Class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Dcretn	Other Managers	Voting Authority		
									Sole	Shared	None
ADC Telecommunications	COM	000886101	567	162,400	SH		Sole		160,000		2,400
AES Corporation	COM	00130h105	9,105	710,220	SH		Sole		353,564	26,372	345,459
AFLAC, Inc.	COM	001055102	1,135	42,020	SH		Sole		400		41,620
AOL Time Warner	COM	00184a105	330	9,960	SH		Sole				9,960
Aaipharma Inc	COM	00252w104	52,345	3,043,300	SH		Sole		2,588,746		454,554
Acxiom Corporation	COM	005125109	20,380	2,168,100	SH		Sole		1,676,100		492,000
Acxiom Corporation	COM	005125109	1,415	150,566	SH		Sole		148,466		2,100
Advent Software	COM	007974108	43,430	1,153,525	SH		Sole		977,225		176,300
Advent Software Inc.	COM	007974108	10,687	283,850	SH		Sole		40,650		243,200
Affymetrix Inc.	COM	00826T108	11,960	745,200	SH		Sole		529,500		215,700
Albany Molecular Research	COM	012423109	28,401	1,143,800	SH		Sole		970,900		172,900
Altera Corporation	COM	021441100	42,492	2,594,150	SH		Sole		1,073,800	195,600	1,380,250
Amdocs Ltd.	COM	G02602103	32,179	1,207,450	SH		Sole		490,425	72,800	672,525
America Online - Latin America	COM	02365b100	35	10,700	SH		Sole		10,700		
American Software A	COM	029683109	4,045	3,160,000	SH		Sole		2,891,500		268,500
American Tower Corporation Cl	COM	029912201	313	22,500	SH		Sole		22,500		
Analog Devices	COM	032654105	5,428	166,000	SH		Sole		38,200		127,800
Applera Corp-Applied Biosystem	COM	038020103	25,188	1,032,285	SH		Sole		452,360	30,700	566,225
Applied Materials Inc.	COM	038222105	11,250	395,575	SH		Sole		196,925	17,600	190,750
Atmel Corp.	COM	049513104	39,352	5,891,076	SH		Sole		2,557,083	349,033	3,137,960
BMC Software	COM	055921100	7,870	619,668	SH		Sole		619,668		
BMC Software	COM	055921100	1,801	141,841	SH		Sole		140,277		1,564
BP Amoco	COM	055622104	1,140	23,181	SH		Sole				23,181
Biomet	COM	090613100	15,856	542,075	SH		Sole		102,975		439,100
Bioreliance Corp.	COM	090951104	17,733	1,583,300	SH		Sole		1,397,900		185,400

									Voting Authority		
Title of			Value	Shares/	Sh/	Put/	Invstmt	Other			

Name of Issuer	Class	CUSIP	(x\$1000)	Prn Amt	Prn	Call	Dscretn	Managers	Sole	Shared	None
Bisys	COM	055472104	53,885	1,016,320	SH		Sole		873,020		143,300
Bisys Group Inc.	COM	055472104	16,335	308,100	SH		Sole		55,200		252,900
Calpine Corporation	COM	131347106	81,415	3,569,250	SH		Sole		1,546,585	162,600	1,944,765
Cardinal Health Inc.	COM	14149Y108	110,422	1,493,202	SH		Sole		594,409	87,600	846,893
Carnival Corp CL A	COM	143658102	52,039	2,363,240	SH		Sole		1,050,900		1,381,240
Catalina Marketing	COM	148867104	32,546	1,162,375	SH		Sole		904,175		258,200
Catalina Marketing	COM	148867104	12,399	442,830	SH		Sole		192,330		250,500
Century Telephone Enterprises	COM	156700106	12,603	376,200	SH		Sole		67,700		308,500
Cerner	COM	156782104	31,146	629,205	SH		Sole		566,605		62,600
Cheesecake Factory	COM	163072101	52,077	2,174,407	SH		Sole		1,889,370		285,037
Cheesecake Factory	COM	163072101	758	31,629	SH		Sole				31,629
Cintas Corp.	COM	172908105	10,385	257,700	SH		Sole		144,200		113,500
Cisco Systems	COM	17275R102	42,317	3,474,307	SH		Sole		1,461,050	195,646	1,903,211
Citigroup, Inc.	COM	172967101	80,570	1,989,383	SH		Sole		962,562		1,089,820
Clear Channel Communications	COM	184502102	278	7,000	SH		Sole		7,000		
Cognex Corp	COM	192422103	29,917	1,524,804	SH		Sole		1,257,904		266,900
Computer Associates Int'l.	COM	204912109	1,709	66,389	SH		Sole		66,389		
Compuware Corp.	COM	205638109	26,788	3,215,825	SH		Sole		1,417,025	154,300	1,726,300
Concord Communications Inc.	COM	206186108	30,053	3,376,700	SH		Sole		2,704,500		672,200
Concord EFS, Inc.	COM	206197105	28,114	574,350	SH		Sole		233,100	30,500	326,750
Conexant	COM	207142100	14,145	1,704,164	SH		Sole		754,922	8,255	940,987
Covance Inc	COM	222816100	13,622	760,600	SH		Sole		303,400		457,200
Danaher	COM	235851102	1,510	32,000	SH		Sole		32,000		
Datastream Systems, Inc	COM	238124101	11,529	3,843,000	SH		Sole		3,187,500		655,500
Dendrite Intl Inc.	COM	248239105	21,912	2,759,700	SH		Sole		2,377,050		382,650
Diagnostic Products	COM	252450101	126,917	3,006,097	SH		Sole		2,678,897		327,200
Diagnostic Products	COM	252450101	346	8,200	SH		Sole				8,200
Dionex Corp.	COM	254546104	31,969	1,267,600	SH		Sole		1,035,200		232,400
Dollar General Corp.	COM	256669102	1,371	117,200	SH		Sole		117,200		
Dollar Tree Stores	COM	256747106	8,720	461,600	SH		Sole		83,000		378,600
Duke Energy	COM	264399106	74,214	1,960,750	SH		Sole		979,150		1,042,100
EMC Corporation	COM	268648102	19,730	1,679,166	SH		Sole		695,775	96,380	927,311

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Equifax Inc.	COM	294429105	48,777	2,227,260	SH		Sole		1,187,680		1,120,080

Exxon Mobil Corp	COM	30231g102	759	19,252	SH	Sole	112	19,140
FEI Company	COM	30241I109	20,125	925,300	SH	Sole	771,200	154,100
Fair Issac & Co	COM	303250104	76,798	1,626,050	SH	Sole	1,448,300	177,750
Fastenal	COM	311900104	83,520	1,465,775	SH	Sole	641,550	68,600 789,525
FiServ	COM	337738108	60,633	1,772,881	SH	Sole	722,971	189,900 906,360
Flextronics	COM	y2573f102	33,766	2,041,500	SH	Sole	917,425	110,700 1,073,675
Flow International Corp	COM	343468104	18,672	1,928,900	SH	Sole	1,708,400	220,500
G & K Services CL A	COM	361268105	1,203	45,300	SH	Sole	45,300	
Gene Logic Inc.	COM	368689105	29,352	2,230,425	SH	Sole	1,867,125	363,300
General Electric	COM	369604103	75,206	2,021,670	SH	Sole	938,175	1,137,695
General Growth Properties Inc.	COM	370021107	474	13,620	SH	Sole		13,620
Global Telesystems Group Inc	COM	37936u104	1	10,400	SH	Sole	10,400	
Green Mountain Coffee	COM	393122106	15,673	679,975	SH	Sole	581,737	98,238
Guidant Corp.	COM	401698105	5,507	143,041	SH	Sole	12,125	130,916
Harley-Davidson	COM	412822108	78,435	1,936,675	SH	Sole	845,480	94,400 1,042,895
Health Management Associates	COM	421933102	90,613	4,364,784	SH	Sole	1,846,600	330,200 2,299,884
Home Depot, Inc.	COM	437076102	94,383	2,459,806	SH	Sole	1,117,575	125,950 1,285,881
Human Genome Sciences	COM	444903108	15,789	510,800	SH	Sole	459,800	51,000
Hyperion Solutions Corp.	COM	44914m104	9,325	697,958	SH	Sole	585,923	112,035
Illinois Tool Works	COM	452308109	51,482	951,425	SH	Sole	413,825	132,400 431,600
Incyte Genomics	COM	45337C102	14,538	1,064,300	SH	Sole	899,500	164,800
InfoUSA Inc.	COM	456818301	8,146	2,006,400	SH	Sole	1,870,800	135,600
Intel Corp.	COM	458140100	46,415	2,270,775	SH	Sole	972,775	99,800 1,254,100
International Business Machine	COM	459200101	76,387	832,827	SH	Sole	378,875	45,000 428,652
Intuit	COM	461202103	11,105	310,200	SH	Sole	52,800	257,400
J.P. Morgan Chase & Co	COM	46625h100	21,335	624,740	SH	Sole	293,175	34,700 296,865
JDS Uniphase Corp	COM	46612J101	89	14,120	SH	Sole	14,100	20
Jabil Circuit Inc.	COM	466313103	5,610	313,400	SH	Sole	52,300	261,100
Johnson & Johnson	COM	478160104	117,179	2,115,153	SH	Sole	1,140,791	121,200 910,562
Kendle International Inc.	COM	48880I107	30,783	1,559,400	SH	Sole	1,355,000	204,400
King Pharma	COM	495582108	51,709	1,232,625	SH	Sole	1,100,035	132,590

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Koala Corp.	COM	499866101	133	129,000	SH		Sole		62,714		66,286
Kohl's Corp.	COM	500255104	54,654	1,138,635	SH		Sole		525,425	54,900	589,310
Landmark Systems Corp	COM	51506s100	4,452	2,226,250	SH		Sole		1,739,976		486,274

Legg Mason Inc.	COM	524901105	11,948	300,500	SH	Sole	98,300	202,200	
MBNA Corp.	COM	55262L100	1,005	33,184	SH	Sole		33,184	
Manhattan Associates, Inc.	COM	562750109	31,380	1,850,250	SH	Sole	1,592,750	257,500	
Manugistics Group Inc.	COM	565011103	28,514	4,899,275	SH	Sole	4,185,358	713,917	
Mapics, Inc.	COM	564910107	3,845	684,200	SH	Sole	654,900	29,300	
Medialink Worldwide	COM	58445p105	6,551	1,541,300	SH	Sole	1,273,279	268,021	
Medtronic	COM	585055106	29,952	688,550	SH	Sole	283,600	71,700	353,950
Mellon Financial Corp	COM	58551a108	39,456	1,220,400	SH	Sole	584,000	91,100	591,700
Merck & Company	COM	589331107	62,596	939,883	SH	Sole	437,048	68,700	460,735
Merrill Lynch & Co.	COM	590188108	18,859	464,500	SH	Sole	238,325	240,375	
Microsoft	COM	594918104	54,175	1,058,734	SH	Sole	515,775	48,800	521,759
Mirant Corp.	COM	604675108	2,488	113,600	SH	Sole	40,600	73,000	
Molecular Devices Corp.	COM	60851c107	17,546	941,300	SH	Sole	755,500	185,800	
Morgan Stanley Dean Witter	COM	617446448	1,738	37,500	SH	Sole	37,500		
Netscout Systems Inc.	COM	64115t104	17,660	4,155,400	SH	Sole	3,543,856	611,544	
Network Associates Inc.	COM	640938106	1,104	85,639	SH	Sole	85,639		
Newell Rubbermaid Inc.	COM	651229106	1,578	69,497	SH	Sole	69,497		
Nokia Corp Spons ADR	COM	654902204	45,001	2,875,455	SH	Sole	1,634,800	283,700	1,059,055
Nortel Networks	COM	656568102	154	27,475	SH	Sole	20,400	7,075	
Novellus Systems	COM	670008101	4,007	140,300	SH	Sole	25,400	114,900	
Nuance Communications	COM	669967101	7,450	1,146,150	SH	Sole	972,950	173,200	
Omnicare Inc.	COM	681904108	3,973	182,000	SH	Sole		182,000	
Oracle Systems	COM	68389X105	38,001	3,020,766	SH	Sole	1,298,850	208,500	1,577,516
Palm Inc.	COM	696642107	1,418	971,500	SH	Sole	165,600	805,900	
Panera Bread Company	COM	69840w108	68,155	1,947,850	SH	Sole	1,752,350	195,500	
Parametric Technology Corp	COM	699173100	363	70,000	SH	Sole	70,000		
Paychex, Inc	COM	704326107	16,068	509,938	SH	Sole	190,926	97,725	221,287
Paychex, Inc.	COM	704326107	8,386	266,140	SH	Sole	266,140		
Peregrine Systems Inc.	COM	71366q101	14,246	1,127,925	SH	Sole	1,040,400	87,525	

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Pfizer Inc.	COM	717081103	88,227	2,200,175	SH		Sole		1,025,445	160,400	1,078,030
Pharmacopeia Inc.	COM	71713B104	26,171	2,019,400	SH		Sole		1,672,822		346,578
Post Properties, Inc.	COM	737464107	13,547	365,332	SH		Sole		350,732		14,600
Procter & Gamble	COM	742718109	67,426	926,315	SH		Sole		478,955		479,160
Professional Detailing	COM	74312n107	23,189	972,275	SH		Sole		837,475		134,800

QRS Corp.	COM	74726x105	6,402	762,150	SH	Sole	463,088	299,062	
Quintiles Transnational CP	COM	748767100	1,248	85,450	SH	Sole	85,450		
RSA Security Inc.	COM	749719100	3,741	277,900	SH	Sole	27,700	250,200	
Radisys Corp.	COM	750459109	16,431	1,369,250	SH	Sole	1,135,600	233,650	
Rational Software	COM	75409p202	3,863	446,100	SH	Sole	77,300	368,800	
Rational Software Corporation	COM	75409p202	531	61,260	SH	Sole	61,260		
Restoration Hardware Inc.	COM	760981100	7,500	2,622,300	SH	Sole	2,225,200	397,100	
Robert Half Intl Inc.	COM	770323103	27,260	1,362,300	SH	Sole	570,925	88,600	734,275
Rouse Company	COM	779273101	286	11,819	SH	Sole		11,819	
Royal Dutch	COM	780257804	251	5,000	SH	Sole		5,000	
SBC Communications	COM	78387G103	1,490	31,630	SH	Sole		31,630	
SCI Systems	COM	783890106	28,325	1,573,585	SH	Sole	774,630	40,900	802,755
SPSS Inc.	COM	78462K102	26,796	1,557,000	SH	Sole	1,315,900	241,100	
Safeway Inc	COM	786514208	66,341	1,670,210	SH	Sole	834,700	886,910	
Sanmina Corp	COM	800907107	12,461	917,600	SH	Sole	917,600		
Sanmina Corp	COM	800907107	5,314	391,344	SH	Sole	104,344	287,000	
Schlumberger, Ltd.	COM	806857108	45,392	993,260	SH	Sole	520,400	509,360	
Scholastics Corp	COM	807066105	7,138	164,100	SH	Sole	20,500	143,600	
Smith Intl, Inc	COM	832110100	4,230	116,200	SH	Sole	32,200	84,000	
Solelectron Corp. (Del)	COM	834182107	27,868	2,392,145	SH	Sole	935,975	208,200	1,303,370
Speechworks Intl.	COM	84764m101	6,227	1,263,075	SH	Sole	1,075,673	187,402	
Staples Inc.	COM	855030102	38,513	2,884,899	SH	Sole	1,324,375	127,600	1,559,324
State Street Corp	COM	857477103	6,129	134,700	SH	Sole	15,500	119,200	
Stryker Corp	COM	863667101	15,879	300,175	SH	Sole	140,250	29,000	139,125
Sun Microsystems	COM	866810104	20,773	2,511,820	SH	Sole	1,106,050	137,900	1,331,270
Sylvan Learning Systems Inc	COM	871399101	608	26,550	SH	Sole	26,550		
Symyx Technologies Inc.	COM	87155s108	6,049	410,100	SH	Sole	358,485	51,615	

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Synthetech Inc.	COM	87162e100	2,067	1,529,200	SH		Sole		1,475,600		53,600
T. Rowe Price Group	COM	74144t108	8,315	283,800	SH		Sole		273,400		10,400
T.Rowe Price Group	COM	74144t108	83,134	2,837,350	SH		Sole		1,419,150	159,200	1,343,200
TJX Companies	COM	872540109	68,990	2,096,975	SH		Sole		1,011,900		1,147,675
Techne Corp	COM	878377100	40,201	1,366,000	SH		Sole		1,175,600		190,400
Texas Instruments	COM	882508104	27,791	1,112,525	SH		Sole		551,825		591,800
Tiffany & Co	COM	886547108	33,738	1,558,345	SH		Sole		776,975		824,570

REPORT SUMMARY	187 DATA RECORDS	4,416,619.0	0	OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED
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