

BROWN CAPITAL MANAGEMENT  
FORM 13F

30-Jun-04

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Invstmt Dcretn	Voting Authority		
							Other Managers	Sole	Shared None
AFLAC, Inc.	COM	001055102	1,293	31,692	SH	Sole		1,000	30,692
ANSYS Inc.	COM	03662q105	48,818	1,038,685	SH	Sole		507,135	531,550
Accelrys Inc.	COM	00430u103	32,660	3,312,392	SH	Sole		1,715,826	1,596,566
Acxiom Corporation	COM	005125109	63,170	2,544,100	SH	Sole		846,400	1,697,700
Acxiom Corporation	COM	005125109	2,605	104,900	SH	Sole			104,900
Adobe Systems Inc.	COM	00724f101	8,152	175,310	SH	Sole		83,750	91,560
Advance Auto Parts	COM	00751y106	38,406	869,304	SH	Sole		464,416	404,888
Advanced Neuromodulation Sys	COM	00757t101	19,429	592,350	SH	Sole		278,650	313,700
Advent Software	COM	007974108	51,600	2,855,573	SH	Sole		1,430,023	1,425,550
Affymetrix Inc.	COM	00826T108	56,739	1,733,555	SH	Sole		612,055	1,121,500
Affymetrix Inc.	COM	00826t108	13,824	422,375	SH	Sole		213,710	208,665
Airgas Inc.	COM	009363102	39,933	1,670,145	SH	Sole		1,004,670	665,475
Albany Molecular Research	COM	012423109	53,787	4,159,871	SH	Sole		1,740,383	2,419,488
Altera Corporation	COM	021441100	46,294	2,083,460	SH	Sole		1,133,150	950,310
American Express	COM	025816109	57,429	1,117,737	SH	Sole		653,168	464,569
American Int'l. Group	COM	026874107	64,171	900,260	SH	Sole		487,080	413,180
American Italian Pasta Compan	COM	027070101	37,170	1,219,496	SH	Sole		431,460	788,036
American Software A	COM	029683109	17,455	2,866,200	SH	Sole		1,882,400	983,800
Amgen, Inc.	COM	031162100	31,215	572,020	SH	Sole		291,470	280,550
Analog Devices	COM	032654105	43,933	933,160	SH	Sole		528,690	404,470
Apollo Group INC-CL A	COM	037604105	27,750	314,310	SH	Sole		185,305	129,005
Applied Materials Inc.	COM	038222105	29,020	1,479,100	SH	Sole		889,735	589,365
Avnet Inc.	COM	053807103	14,717	648,340	SH	Sole		403,275	245,065
Axis Capital Holdings Ltd	COM	2677606	293	10,450	SH	Sole		10,450	
BMC Software	COM	055921100	11,317	611,724	SH	Sole			611,724
BP PLC Sponsored	COM	055622104	847	15,813	SH	Sole			15,813
Best Buy Co.Inc.	COM	086516101	6,179	121,785	SH	Sole		34,800	86,985
Biogen Idec Inc.	COM	09062x103	3,719	58,800	SH	Sole			58,800

Biomet	COM	090613100	46,161	1,038,725	SH	Sole	694,150	344,575
Block, HR	COM	093671105	2,384	50,000	SH	Sole	1,500	48,500
Boston Scientific Corp.	COM	101137107	42,485	992,650	SH	Sole	588,075	404,575
Bruker Biosciences Inc.	COM	116794108	12,685	2,604,629	SH	Sole	1,159,697	1,444,932
CUNO Inc.	COM	126583103	63,862	1,197,030	SH	Sole	606,890	590,140
CVS Corp.	COM	126650100	6,261	149,000	SH	Sole	26,200	122,800
Cardinal Health, Inc.	COM	14149Y108	2,373	33,871	SH	Sole	8,797	25,074
Career Education Corp.	COM	141665109	39,959	877,074	SH	Sole	498,416	378,658
Caremark RX Inc.	COM	141705103	18,703	567,775	SH	Sole	311,200	256,575
Carnival Corp.	COM	143658300	66,661	1,418,315	SH	Sole	922,900	495,415
Catalina Marketing	COM	148867104	31,643	1,730,075	SH	Sole	592,475	1,137,600
Cephalon Inc.	COM	156708109	3,605	66,755	SH	Sole	51,600	15,155
Ceridian Corp.	COM	156779100	6,228	276,800	SH	Sole	203,125	73,675
Cerner Corporation	COM	156782104	25,045	561,805	SH	Sole	344,705	217,100
Checkfree Corp.	COM	162813109	12,112	403,725	SH	Sole	194,375	209,350
Cheesecake Factory (The)	COM	163072101	56,095	1,409,774	SH	Sole	700,632	709,142
Cheesecake Factory (The)	COM	163072101	12,936	325,102	SH	Sole	128,325	196,777
Chico's Fas Inc.	COM	168615102	22,627	501,050	SH	Sole	272,025	229,025
Chiron Corp.	COM	170040109	25,811	578,210	SH	Sole	401,600	176,610
Church & Dwight Co. Inc.	COM	171340102	5,169	112,900	SH	Sole	13,200	99,700
Cintas Corp.	COM	172908105	1,985	41,650	SH	Sole	40,750	900
Cisco Systems	COM	17275r102	87,168	3,677,956	SH	Sole	2,113,120	1,564,836
Citigroup, Inc.	COM	172967101	53,747	1,155,858	SH	Sole	804,748	351,110
Coach Inc.	COM	189754104	45,153	999,180	SH	Sole	634,200	364,980
Cognex Corp.	COM	192422103	78,399	2,037,404	SH	Sole	1,017,104	1,020,300
Cognex Corp.	COM	192422103	11,039	286,875	SH	Sole	171,200	115,675
Coherent Inc.	COM	192479103	2,943	98,600	SH	Sole		98,600
Concord Communications Inc.	COM	206186108	32,520	2,850,150	SH	Sole	1,389,250	1,460,900
Concur Technologies Inc.	COM	206708109	32,872	3,072,120	SH	Sole	1,431,590	1,640,530
Costco Wholesale	COM	22160k105	36,755	894,930	SH	Sole	534,990	359,940
Covance Inc	COM	222816100	15,379	398,615	SH	Sole	307,025	91,590
Coventry Health Care Inc.	COM	222862104	16,978	347,200	SH	Sole	186,350	160,850
D&B Corp.	COM	26483e100	2,701	50,100	SH	Sole		50,100
Danaher Corp.	COM	235851102	46,841	903,390	SH	Sole	540,010	363,380
Datastream Systems, Inc.	COM	238124101	22,075	3,406,600	SH	Sole	2,090,850	1,315,750
Dell Inc.	COM	24702r101	46,505	1,298,285	SH	Sole	765,935	532,350
Dendrite Intl Inc.	COM	248239105	70,694	3,804,865	SH	Sole	1,918,305	1,886,560

Diagnostic Products	COM	252450101	74,051	1,685,272	SH	Sole	924,172	761,100
Dick's Sporting Goods Inc.	COM	253393102	16,478	494,080	SH	Sole	373,600	120,480
Digital Theater Systems Inc.	COM	25389G102	23,800	910,150	SH	Sole	434,750	475,400
Dionex Corp.	COM	254546104	77,024	1,396,130	SH	Sole	706,300	689,830
Disney, Walt	COM	254687106	295	11,554	SH	Sole	3,875	7,679
EMC Corporation	COM	268648102	13,629	1,195,536	SH	Sole	754,500	441,036
Ebay Inc.	COM	278642103	34,659	376,930	SH	Sole	219,035	157,895
Electronic Arts	COM	285512109	49,255	902,940	SH	Sole	523,520	379,420
Eli Lilly & Co.	COM	532457108	39,582	566,180	SH	Sole	318,265	247,915
Endurance Specialty Holdings	COM	g30397106	228	6,545	SH	Sole	6,545	
Exxon Mobil Corp	COM	30231g102	587	13,220	SH	Sole	280	12,940
FEI Company	COM	302411109	60,014	2,509,975	SH	Sole	1,190,275	1,319,700
Fair Isaac Corp.	COM	303250104	65,586	1,964,831	SH	Sole	1,041,069	923,762
Fastenal Co.	COM	311900104	51,518	906,534	SH	Sole	589,942	316,592
FiServ Inc.	COM	337738108	44,466	1,143,391	SH	Sole	801,064	342,327
First Data Corporation	COM	319963104	35,156	789,670	SH	Sole	501,675	287,995
Flextronics International Ltd.	COM	y2573f102	31,458	1,972,305	SH	Sole	1,053,270	919,035
Flir Systems Inc.	COM	302445101	46,809	852,620	SH	Sole	364,058	488,562
Forest Laboratories Inc.	COM	345838106	22,017	388,795	SH	Sole	225,840	162,955
Fossil Inc.	COM	349882100	22,589	828,956	SH	Sole	464,686	364,270
Franklin Resources Inc.	COM	354613101	2,689	53,700	SH	Sole		53,700
Fred's Inc.	COM	356108100	10,625	480,977	SH	Sole	363,325	117,652
Gene Logic Inc.	COM	368689105	14,282	3,526,440	SH	Sole	1,168,540	2,357,900
General Growth Properties Inc.	COM	370021107	960	32,465	SH	Sole		32,465
Genzyme Corp.	COM	372917104	37,310	788,295	SH	Sole	428,290	360,005
Gilead Sciences Inc.	COM	375558103	5,588	83,400	SH	Sole		83,400
Goldman Sachs Group	COM	38141g104	30,343	322,250	SH	Sole	233,650	88,600
Grant Prideco Inc.	COM	38821g101	3,926	212,700	SH	Sole	6,400	206,300
Green Mountain Coffee Roaster	COM	393122106	20,929	1,127,018	SH	Sole	556,416	570,602
Guidant Corp.	COM	401698105	291	5,200	SH	Sole	5,200	
Harley-Davidson, Inc.	COM	412822108	67,596	1,091,315	SH	Sole	641,620	449,695
Health Management Associates	COM	421933102	72,778	3,246,099	SH	Sole	1,959,650	1,286,449
Henry Schein Inc.	COM	806407102	14,039	222,340	SH	Sole	132,375	89,965
Hot Topic Inc.	COM	441339108	2,090	102,000	SH	Sole	74,200	27,800
Human Genome Sciences, Inc.	COM	444903108	26,690	2,294,925	SH	Sole	782,175	1,512,750
ITT Educational Services Inc.	COM	45068b109	6,760	177,800	SH	Sole	77,500	100,300
Illinois Tool Works	COM	452308109	43,242	450,955	SH	Sole	378,800	72,155

Incyte Corp.	COM	45337C102	17,787	2,328,175	SH	Sole	881,275	1,446,900
InfoUSA Inc.	COM	456818301	19,201	1,893,600	SH	Sole	1,531,200	362,400
Integrated Circuit Systems	COM	45811k208	9,379	345,315	SH	Sole	262,825	82,490
Intel Corp.	COM	458140100	53,136	1,925,235	SH	Sole	1,115,985	809,250
International Business Machine	COM	459200101	1,270	14,412	SH	Sole	50	14,362
Intuit, Inc.	COM	461202103	29,993	777,430	SH	Sole	438,200	339,230
Investors Financial Services C	COM	461915100	18,250	418,765	SH	Sole	261,000	157,765
Jabil Circuit Inc.	COM	466313103	49,411	1,962,330	SH	Sole	1,140,910	821,420
Johnson & Johnson	COM	478160104	208	3,743	SH	Sole		3,743
Johnson & Johnson	COM	478160104	438	7,870	SH	Sole	6,400	1,470
Kendle International Inc.	COM	488801107	11,136	1,436,850	SH	Sole	983,850	453,000
King Pharmaceuticals	COM	495582108	9,395	820,525	SH	Sole	406,011	414,514
King Pharmaceuticals	COM	495582108	6,122	534,635	SH	Sole	356,660	177,975
Kohl's Corp.	COM	500255104	32,534	769,500	SH	Sole	438,285	331,215
Kos Pharmaceuticals Inc.	COM	500648100	4,731	143,500	SH	Sole	69,100	74,400
Lam Research Corp.	COM	512807108	13,126	489,760	SH	Sole	258,125	231,635
Legg Mason Inc.	COM	524901105	61,539	676,180	SH	Sole	398,080	278,100
Littlefuse Inc.	COM	537008104	2,786	65,700	SH	Sole		65,700
Lockheed Martin Corp.	COM	539830109	29,224	561,135	SH	Sole	381,755	179,380
Lowe's Companies	COM	548661107	55,419	1,054,605	SH	Sole	597,475	457,130
MBNA Corp.	COM	55262L100	997	38,663	SH	Sole		38,663
MEMC Electronic Materials	COM	552715104	1,370	138,700	SH	Sole		138,700
MSC Industrial Direct Co - A	COM	553530106	15,764	480,030	SH	Sole	367,030	113,000
Macrovision Corp.	COM	555904101	43,332	1,731,204	SH	Sole	717,358	1,013,846
Manhattan Associates, Inc.	COM	562750109	76,701	2,483,835	SH	Sole	1,139,735	1,344,100
Manpower	COM	56418H100	4,937	97,250	SH	Sole	25,450	71,800
MedImmune Inc.	COM	584699102	10,792	461,200	SH	Sole	198,550	262,650
Medialink Worldwide	COM	58445p105	4,655	1,296,786	SH	Sole	798,744	498,042
Medicis Pharmaceutical CI A	COM	584690309	49,122	1,229,580	SH	Sole	658,080	571,500
Medtronic	COM	585055106	364	7,465	SH	Sole	4,200	3,265
Microsoft Corporation	COM	594918104	71,770	2,512,943	SH	Sole	1,492,100	1,020,843
Molecular Devices Corp.	COM	60851c107	38,736	2,178,620	SH	Sole	803,370	1,375,250
Molex Inc.	COM	608554101	34,800	1,084,775	SH	Sole	602,265	482,510
Moodys Corp	COM	615369105	2,147	33,200	SH	Sole		33,200
NBTY Inc.	COM	628782104	1,134	38,600	SH	Sole		38,600
Nam Tai Electronics Inc.	COM	629865205	240	11,160	SH	Sole	11,160	
Netscout Systems Inc.	COM	64115t104	29,937	4,542,842	SH	Sole	2,401,756	2,141,086

Network Appliance, Inc.	COM	64120I104	13,322	618,765	SH	Sole	293,100	325,665
Nextel Communications Inc. CL	COM	65332v103	2,597	97,400	SH	Sole	20,800	76,600
Nextel Partners Inc. CI A	COM	65333f107	27,903	1,752,725	SH	Sole	971,570	781,155
Novellus Systems Inc.	COM	670008101	13,902	442,168	SH	Sole	245,578	196,590
Omnicare Inc.	COM	681904108	33,788	789,255	SH	Sole	438,235	351,020
PDI Inc.	COM	69329v100	66,339	2,187,225	SH	Sole	939,125	1,248,100
PETsMART, Inc.	COM	716768106	24,896	767,220	SH	Sole	383,670	383,550
Panera Bread Co. CI A	COM	69840w108	59,628	1,661,870	SH	Sole	935,770	726,100
Panera Bread Co. CI A	COM	69840w108	9,316	259,645	SH	Sole	149,875	109,770
Patterson Dental Company	COM	703412106	4,245	55,500	SH	Sole		55,500
Paychex, Inc	COM	704326107	1,604	47,351	SH	Sole	47,351	
Paychex, Inc.	COM	704326107	5,925	174,881	SH	Sole	173,869	1,012
Pfizer Inc.	COM	717081103	82,941	2,419,504	SH	Sole	1,345,430	1,074,074
Pharmacopeia Drug Discovery	COM	7171ep101	9,407	1,656,192	SH	Sole	857,910	798,282
QRS Corp.	COM	74726x105	17,437	2,662,150	SH	Sole	1,270,476	1,391,674
Radisys Corp.	COM	750459109	46,937	2,527,550	SH	Sole	1,045,125	1,482,425
Robert Half Intl Inc.	COM	770323103	229	7,700	SH	Sole	7,700	
Ross Stores Inc.	COM	778296103	1,635	61,100	SH	Sole		61,100
Rouse Company	COM	779273101	512	10,769	SH	Sole		10,769
Royal Bank of Canada	COM	2756196	290	6,550	SH	Sole	6,550	
Royal Caribbean Cruises LTD	COM	v7780t103	37,200	856,940	SH	Sole	567,740	289,200
Royal Dutch	COM	780257804	248	4,800	SH	Sole		4,800
SBC Communications	COM	78387G103	340	14,003	SH	Sole		14,003
SPSS Inc.	COM	78462K102	38,765	2,157,225	SH	Sole	963,075	1,194,150
SPSS Inc.	COM	78462K102	1,899	105,700	SH	Sole		105,700
ScanSoft Inc.	COM	80603p107	22,962	4,638,830	SH	Sole	2,128,433	2,510,397
Schlumberger, Ltd.	COM	806857108	286	4,500	SH	Sole	3,800	700
Serologicals Corporation	COM	817523103	23,534	1,177,300	SH	Sole	614,200	563,100
Sigma Aldrich	COM	826552101	6,708	112,535	SH	Sole	57,600	54,935
Smith Intl, Inc.	COM	832110100	23,834	427,445	SH	Sole	252,960	174,485
Specialty Laboratories	COM	84749r100	29,912	3,338,438	SH	Sole	1,165,590	2,172,848
St. Jude Medical	COM	790849103	21,381	282,625	SH	Sole	159,175	123,450
Staples Inc.	COM	855030102	49,776	1,698,275	SH	Sole	933,860	764,415
Starbucks Corp.	COM	855244109	6,696	154,000	SH	Sole	1,700	152,300
Stryker Corp.	COM	863667101	28,252	513,680	SH	Sole	319,320	194,360
Symyx Technologies Inc.	COM	87155s108	63,689	2,640,523	SH	Sole	1,136,434	1,504,089
Synopsys Inc.	COM	871607107	13,506	475,045	SH	Sole	234,275	240,770

Sysco Corp.	COM	871829107	22,722	633,460 SH	Sole	382,175	251,285
T. Rowe Price Group	COM	74144t108	11,451	227,200 SH	Sole	179,000	48,200
T. Rowe Price Group	COM	74144t108	37,199	738,080 SH	Sole	427,720	310,360
TJX Companies	COM	872540109	44,547	1,845,355 SH	Sole	1,122,405	722,950
Target Corp.	COM	87612e106	327	7,700 SH	Sole	7,700	
Techne Corp.	COM	878377100	72,163	1,660,830 SH	Sole	804,280	856,550
Texas Instruments	COM	882508104	39,793	1,645,710 SH	Sole	957,750	687,960
Tiffany & Co.	COM	886547108	25,853	701,570 SH	Sole	494,075	207,495
Tollgrade Communications, Inc.	COM	889542106	23,797	2,240,800 SH	Sole	1,039,000	1,201,800
Transaction Systems Archit-A	COM	893416107	79,741	3,703,700 SH	Sole	1,325,100	2,378,600
Trimble Navigation Ltd	COM	896239100	2,972	106,950 SH	Sole	3,900	103,050
Tripes Inc.	COM	896928108	7,698	1,539,700 SH	Sole	1,093,000	446,700
Tyco International Ltd	COM	902124106	55,761	1,682,585 SH	Sole	1,038,610	643,975
Ventana Medical Systems	COM	92276h106	5,670	119,300 SH	Sole	48,200	71,100
Verizon Communications	COM	92343v104	207	5,733 SH	Sole		5,733
Viacom Inc. Class B	COM	925524308	37,595	1,052,490 SH	Sole	659,670	392,820
Wal-Mart Stores	COM	931142103	45,361	859,755 SH	Sole	550,720	309,035
Waters Corporation	COM	941848103	10,393	217,510 SH	Sole	174,435	43,075
Wells Fargo	COM	949746101	33,601	587,128 SH	Sole	374,300	212,828
Williams-Sonoma Inc.	COM	969904101	13,821	419,315 SH	Sole	205,100	214,215
Willis Group Holdings LTD	COM	2764984	315	8,400 SH	Sole	8,400	
Willis Group Holdings LTD	COM	G96655108	11,580	309,220 SH	Sole	168,750	140,470
Wright Medical Group Inc.	COM	98235t107	4,952	139,100 SH	Sole		139,100
Xilinx Inc.	COM	983919101	41,275	1,239,115 SH	Sole	708,010	531,105
Zimmer Holdings Inc	COM	98956P102	29,567	335,231 SH	Sole	223,018	112,213
Fomento Economico Mex-ADR		2246039	229	5,000 SH	Sole	5,000	
Grupo Aeroportuario del Surest		2639361	241	13,040 SH	Sole	13,040	
Partner Communications-ADR		2501738	209	26,600 SH	Sole	26,600	
Teva Pharmaceuticals Inds - AD		2883878	503	7,475 SH	Sole	7,475	
McGuigan Simeon Wines LTD	COM	6130677	206	63,200 SH	Sole	63,200	
Westpac Banking Corp	COM	6076146	291	23,700 SH	Sole	23,700	
Patheon Inc.	COM	2731579	244	29,500 SH	Sole	29,500	
Nobel Biocare Holding AG	COM	7385722	354	2,260 SH	Sole	2,260	
Synthes Inc.	COM	B014635	545	4,780 SH	Sole	4,780	
Danske Bank AS	COM	4588825	314	13,250 SH	Sole	13,250	
ABN Amro Holding NV	COM	5250769	228	10,438 SH	Sole	10,438	
Amplifon	COM	7146297	348	9,800 SH	Sole	9,800	

Axa	COM	7088429	238	10,800 SH	Sole	10,800	
DSM NV	COM	5773987	221	4,500 SH	Sole	4,500	
Dexia	COM	7147610	277	16,670 SH	Sole	16,670	
Euronext	COM	7153770	310	11,130 SH	Sole	11,130	
Fox Kids Europe NV	COM	5816127	317	25,400 SH	Sole	25,400	
Hermes Intl.	COM	5253973	308	1,545 SH	Sole	1,545	
Philips Electronics NV	COM	5986622	217	8,076 SH	Sole	8,076	
Rhoen-Klinikum	COM	4717629	320	5,760 SH	Sole	5,760	
Schering AG	COM	4845757	361	6,110 SH	Sole	6,110	
Unicredito Italiano	COM	4232445	356	72,100 SH	Sole	72,100	
Man Group	COM	0294405	401	15,475 SH	Sole	15,475	
Royal Bank of Scotland Group	COM	0754783	277	9,613 SH	Sole	9,613	
SABMiller PLC	COM	0483548	260	20,100 SH	Sole	20,100	
Shire Pharmaceuticals Group	COM	0799803	300	34,350 SH	Sole	34,350	
United Business Media PLC	COM	3022421	259	28,138 SH	Sole	28,138	
Esprit Holdings Limited	COM	6321642	534	119,400 SH	Sole	119,400	
Travelsky Technology LTD	COM	6321954	174	266,200 SH	Sole	266,200	
Daito Trust Construction Co. L	COM	6250508	427	11,100 SH	Sole	11,100	
Walmart De Mexico - Ser V	COM	2135212	281	94,600 SH	Sole	94,600	
Tandberg ASA	COM	7283440	320	30,300 SH	Sole	30,300	
Nordea AB	COM	5380031	240	33,300 SH	Sole	33,300	
Swedish Match AB	COM	5048566	293	28,700 SH	Sole	28,700	
Singapore Airlines	COM	6811734	205	31,500 SH	Sole	31,500	
Venture Corporation Limited	COM	6927374	236	22,600 SH	Sole	22,600	
BCM International Fund		66976m813	4,100	405,172 SH	Sole	301,662	103,510
BCM Small Company Fund		66976M409	2,966	103,410 SH	Sole	5,461	97,949
REPORT SUMMARY		239 DATA RECORDS	5,277,824		0		