

BROWN CAPITAL MANAGEMENT
FORM 13F

30-Sep-04

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Dcretn	Voting Authority			
								Other Managers	Sole	Shared	None
AFLAC, Inc.	COM	001055102	1235	31492	SH		Sole		1000		30492
ANSYS Inc.	COM	03662q105	50923	1023985	SH		Sole		492435		531550
Accelrys Inc.	COM	00430u103	20568	3154620	SH		Sole		1558054		1596566
Acxiom Corporation	COM	005125109	58644	2470250	SH		Sole		775550		1694700
Adobe Systems Inc.	COM	00724f101	9721	196510	SH		Sole		104950		91560
Advance Auto Parts	COM	00751y106	29122	846563	SH		Sole		473375		373188
Advanced Neuromodulation S	COM	00757t101	27614	909850	SH		Sole		411650		498200
Advent Software	COM	007974108	47271	2808733	SH		Sole		1383183		1425550
Affymetrix Inc.	COM	00826T108	53053	1727555	SH		Sole		606055		1121500
Affymetrix Inc.	COM	00826t108	11555	376275	SH		Sole		219010		157265
Airgas Inc.	COM	009363102	38342	1592945	SH		Sole		1005370		587575
Albany Molecular Research	COM	012423109	39271	4090682	SH		Sole		1671194		2419488
Altera Corporation	COM	021441100	38566	1970660	SH		Sole		1140950		829710
American Express	COM	025816109	53530	1040217	SH		Sole		651568		388649
American Int'l. Group	COM	026874107	57418	844505	SH		Sole		483380		361125
American Italian Pasta Compa	COM	027070101	31930	1221039	SH		Sole		432503		788536
American Software A	COM	029683109	16423	2728100	SH		Sole		1734300		993800
Amgen, Inc.	COM	031162100	30002	529320	SH		Sole		291270		238050
Analog Devices	COM	032654105	33711	869280	SH		Sole		528470		340810
Apollo Group INC-CL A	COM	037604105	19730	268910	SH		Sole		161705		107205
Applied Materials Inc.	COM	038222105	23456	1422455	SH		Sole		891215		531240
Avnet Inc.	COM	053807103	11175	652740	SH		Sole		407675		245065
Axis Capital Holdings Ltd	COM	2677606	1257	48350	SH		Sole		48350		
BP PLC Sponsored	COM	055622104	910	15813	SH		Sole				15813
Best Buy Co.Inc.	COM	086516101	11877	218965	SH		Sole		149460		69505
Biogen Idec Inc.	COM	09062x103	3597	58800	SH		Sole				58800
Biomet	COM	090613100	49910	1064625	SH		Sole		694650		369975
Block, HR	COM	093671105	3286	66500	SH		Sole		1500		65000
Boston Scientific Corp.	COM	101137107	36879	928250	SH		Sole		585175		343075
Bruker Biosciences Inc.	COM	116794108	9025	2608490	SH		Sole		1113558		1494932
CUNO Inc.	COM	126583103	67919	1176080	SH		Sole		585940		590140
CVS Corp.	COM	126650100	1483	35200	SH		Sole		26200		9000
Cardinal Health, Inc.	COM	14149Y108	1477	33751	SH		Sole		8797		24954

Career Education Corp.	COM	141665109	22853	803837 SH	Sole	466716	337121
Caremark RX Inc.	COM	141705103	17158	535015 SH	Sole	306900	228115
Carnival Corp.	COM	143658300	47309	1000400 SH	Sole	613210	387190
Catalina Marketing	COM	148867104	39642	1717575 SH	Sole	579975	1137600
Cephalon Inc.	COM	156708109	3217	67155 SH	Sole	52000	15155
Ceridian Corp.	COM	156779100	5133	278800 SH	Sole	205125	73675
Cerner Corporation	COM	156782104	23417	541305 SH	Sole	324205	217100
Check Point Software Tech	COM	m22465104	471	27780 SH	Sole	27780	
Checkfree Corp.	COM	162813109	9356	338125 SH	Sole	195875	142250
Cheesecake Factory (The)	COM	163072101	55719	1283837 SH	Sole	635795	648042
Cheesecake Factory (The)	COM	163072101	14227	327802 SH	Sole	129725	198077
Chico's Fas Inc.	COM	168615102	17225	503650 SH	Sole	274425	229225
Chiron Corp.	COM	170040109	23992	542810 SH	Sole	366600	176210
Church & Dwight Co. Inc.	COM	171340102	2684	95647 SH	Sole	19897	75750
Cintas Corp.	COM	172908105	1751	41650 SH	Sole	40750	900
Cisco Systems	COM	17275r102	64125	3542818 SH	Sole	2117050	1425768
Citigroup, Inc.	COM	172967101	50419	1142763 SH	Sole	792078	350685
Coach Inc.	COM	189754104	42423	1000080 SH	Sole	635600	364480
Cognex Corp.	COM	192422103	61815	2359354 SH	Sole	1088754	1270600
Cognex Corp.	COM	192422103	7519	286995 SH	Sole	172325	114670
Coherent Inc.	COM	192479103	2558	98600 SH	Sole		98600
Concord Communications Inc	COM	206186108	25233	2827250 SH	Sole	1366350	1460900
Concur Technologies Inc.	COM	206708109	43170	4115390 SH	Sole	1904960	2210430
Costco Wholesale	COM	22160k105	34957	841130 SH	Sole	535090	306040
Covance Inc	COM	222816100	16069	402015 SH	Sole	310425	91590
Coventry Health Care Inc.	COM	222862104	18626	349000 SH	Sole	188050	160950
Danaher Corp.	COM	235851102	45705	891290 SH	Sole	549810	341480
DataStream Systems, Inc.	COM	238124101	21588	3336700 SH	Sole	2020950	1315750
Dell Inc.	COM	24702r101	43132	1211585 SH	Sole	762135	449450
Dendrite Intl Inc.	COM	248239105	59511	3691765 SH	Sole	1805205	1886560
Diagnostic Products	COM	252450101	65814	1610322 SH	Sole	849222	761100
Dick's Sporting Goods Inc.	COM	253393102	17724	497580 SH	Sole	376900	120680
Digital Theater Systems Inc.	COM	25389G102	45607	2498990 SH	Sole	1161370	1337620
Dionex Corp.	COM	254546104	70811	1294530 SH	Sole	651900	642630
Disney, Walt	COM	254687106	234	10394 SH	Sole	3875	6519
EMC Corporation	COM	268648102	14076	1219736 SH	Sole	779100	440636
Ebay Inc.	COM	278642103	32283	351130 SH	Sole	219335	131795
Electronic Arts	COM	285512109	39401	856740 SH	Sole	515920	340820
Eli Lilly & Co.	COM	532457108	32781	545890 SH	Sole	298810	247080
Endurance Specialty Holdings	COM	g30397106	985	30645 SH	Sole	30645	
Exxon Mobil Corp	COM	30231g102	639	13220 SH	Sole	280	12940
FEI Company	COM	302411109	55540	2810725 SH	Sole	1260625	1550100
Fair Isaac Corp.	COM	303250104	55495	1900519 SH	Sole	977757	922762

Fastenal Co.	COM	311900104	50550	877609 SH	Sole	561942	315667
FiServ Inc.	COM	337738108	37572	1077804 SH	Sole	798964	278840
First Data Corporation	COM	319963104	32015	735970 SH	Sole	499175	236795
Flextronics International Ltd.	COM	y2573f102	24997	1886550 SH	Sole	1104670	781880
Flir Systems Inc.	COM	302445101	50538	863889 SH	Sole	375327	488562
Fossil Inc.	COM	349882100	25775	833056 SH	Sole	468786	364270
Franklin Resources Inc.	COM	354613101	2994	53700 SH	Sole		53700
Fred's Inc.	COM	356108100	8647	481477 SH	Sole	363825	117652
Gene Logic Inc.	COM	368689105	12374	3326240 SH	Sole	968340	2357900
General Growth Properties Inc	COM	370021107	994	32065 SH	Sole		32065
Genzyme Corp.	COM	372917104	51270	942295 SH	Sole	517590	424705
Gilead Sciences Inc.	COM	375558103	20157	539250 SH	Sole	315465	223785
Goldman Sachs Group	COM	38141g104	26904	288550 SH	Sole	228450	60100
Grant Prideco Inc.	COM	38821g101	4358	212700 SH	Sole	6400	206300
Green Mountain Coffee Roaster	COM	393122106	23411	1113739 SH	Sole	543137	570602
Guidant Corp.	COM	401698105	343	5200 SH	Sole	5200	
Harley-Davidson, Inc.	COM	412822108	61722	1038400 SH	Sole	642810	395590
Health Care Properties	COM	421915109	204	7850 SH	Sole		7850
Health Management Associates	COM	421933102	63617	3113899 SH	Sole	1959250	1154649
Henry Schein Inc.	COM	806407102	13872	222630 SH	Sole	133475	89155
Human Genome Sciences, Inc	COM	444903108	24738	2267425 SH	Sole	754675	1512750
Illinois Tool Works	COM	452308109	41699	447555 SH	Sole	376000	71555
Incyte Corp.	COM	45337C102	22400	2326075 SH	Sole	879175	1446900
InfoUSA Inc.	COM	456818301	16932	1900300 SH	Sole	1537900	362400
Integrated Circuit Systems	COM	45811k208	7476	347715 SH	Sole	265225	82490
Intel Corp.	COM	458140100	36751	1832035 SH	Sole	1109385	722650
International Business Machines	COM	459200101	1208	14093 SH	Sole	50	14043
Intuit, Inc.	COM	461202103	33697	742235 SH	Sole	437745	304490
Investors Financial Services Corp	COM	461915100	19738	437365 SH	Sole	263100	174265
Jabil Circuit Inc.	COM	466313103	43374	1885830 SH	Sole	1150810	735020
Johnson & Johnson	COM	478160104	443	7870 SH	Sole	6400	1470
Kendle International Inc.	COM	48880l107	7434	1405350 SH	Sole	952350	453000
Kohl's Corp.	COM	500255104	33661	698500 SH	Sole	440485	258015
Lam Research Corp.	COM	512807108	11988	547900 SH	Sole	314845	233055
Legg Mason Inc.	COM	524901105	50764	952965 SH	Sole	599270	353695
Lockheed Martin Corp.	COM	539830109	30909	554125 SH	Sole	374955	179170
Lowe's Companies	COM	548661107	53019	975505 SH	Sole	581075	394430
MBNA Corp.	COM	55262L100	974	38663 SH	Sole		38663
MEMC Electronic Materials	COM	552715104	1176	138700 SH	Sole		138700
MSC Industrial Direct Co - A	COM	553530106	16475	483430 SH	Sole	370230	113200
Macrovision Corp.	COM	555904101	41546	1725322 SH	Sole	711476	1013846
Manhattan Associates, Inc.	COM	562750109	59891	2452535 SH	Sole	1108435	1344100
Manpower	COM	56418H100	1132	25450 SH	Sole	25450	

MedImmune Inc.	COM	584699102	9568	403700 SH	Sole	176550	227150
Medialink Worldwide	COM	58445p105	4201	1217544 SH	Sole	719502	498042
Medicis Pharmaceutical CI A	COM	584690309	47222	1209580 SH	Sole	638080	571500
Medtronic	COM	585055106	387	7465 SH	Sole	4200	3265
Microsoft Corporation	COM	594918104	66793	2415643 SH	Sole	1500100	915543
Molecular Devices Corp.	COM	60851c107	51067	2166620 SH	Sole	791370	1375250
Molex Inc.	COM	608554101	30423	1020235 SH	Sole	601665	418570
Moodys Corp	COM	615369105	2432	33200 SH	Sole		33200
Nam Tai Electronics Inc.	COM	629865205	1178	55160 SH	Sole	55160	
Nautilus Group Inc.	COM	63910b102	4580	202735 SH	Sole	117575	85160
Netscout Systems Inc.	COM	64115t104	23860	4476495 SH	Sole	2335409	2141086
Network Appliance, Inc.	COM	64120l104	11297	491165 SH	Sole	295500	195665
Nextel Communications Inc. C	COM	65332v103	496	20800 SH	Sole	20800	
Nextel Partners Inc. CI A	COM	65333f107	26392	1591825 SH	Sole	980370	611455
Novellus Systems Inc.	COM	670008101	11297	424868 SH	Sole	247678	177190
Omnicare Inc.	COM	681904108	20648	728075 SH	Sole	410770	317305
PDI Inc.	COM	69329v100	52610	1949225 SH	Sole	868725	1080500
PETsMART, Inc.	COM	716768106	21935	772620 SH	Sole	389070	383550
Panera Bread Co. CI A	COM	69840w108	57394	1528870 SH	Sole	889170	639700
Panera Bread Co. CI A	COM	69840w108	10779	287145 SH	Sole	177375	109770
Patterson Dental Company	COM	703395103	4249	55500 SH	Sole		55500
Paychex, Inc	COM	704326107	1428	47351 SH	Sole	47351	
Pfizer Inc.	COM	717081103	69517	2271790 SH	Sole	1307230	964560
Pharmacopeia Drug Discovery	COM	7171ep101	7885	1609255 SH	Sole	810973	798282
QRS Corp.	COM	74726x105	10549	1524493 SH	Sole	641134	883359
Radisys Corp.	COM	750459109	35362	2534900 SH	Sole	1052475	1482425
Ross Stores Inc.	COM	778296103	2712	115700 SH	Sole		115700
Rouse Company	COM	779273101	720	10769 SH	Sole		10769
Royal Bank of Canada	COM	780087102	319	6750 SH	Sole	6750	
Royal Caribbean Cruises LTD	COM	v7780t103	37397	857740 SH	Sole	568540	289200
Royal Dutch	COM	780257804	248	4800 SH	Sole		4800
SBC Communications	COM	78387G103	363	14003 SH	Sole		14003
SPSS Inc.	COM	78462K102	28239	2118425 SH	Sole	924275	1194150
ScanSoft Inc.	COM	80603p107	18570	4551469 SH	Sole	2041072	2510397
Schlumberger, Ltd.	COM	806857108	29616	440000 SH	Sole	271530	168470
Serologicals Corporation	COM	817523103	33207	1423350 SH	Sole	672550	750800
Sigma Aldrich	COM	826552101	6576	113385 SH	Sole	58450	54935
Smith Intl, Inc.	COM	832110100	26463	435745 SH	Sole	261460	174285
Specialty Laboratories	COM	84749r100	34584	3293738 SH	Sole	1120890	2172848
St. Jude Medical	COM	790849103	19662	261225 SH	Sole	159975	101250
Staples Inc.	COM	855030102	48669	1632100 SH	Sole	1006760	625340
Stryker Corp.	COM	863667101	22640	470880 SH	Sole	317720	153160
SunOpta Inc.	COM	8676ep108	1007	129400 SH	Sole	129400	

Symyx Technologies Inc.	COM	87155s108	66568	2826672 SH	Sole	1217783	1608889
Synopsys Inc.	COM	871607107	7651	483345 SH	Sole	286075	197270
Sysco Corp.	COM	871829107	19345	646560 SH	Sole	383275	263285
T. Rowe Price Group	COM	74144t108	10229	200800 SH	Sole	152600	48200
T. Rowe Price Group	COM	74144t108	35924	705230 SH	Sole	427320	277910
TJX Companies	COM	872540109	40544	1839555 SH	Sole	1118605	720950
Target Corp.	COM	87612e106	348	7700 SH	Sole	7700	
Techne Corp.	COM	878377100	62215	1629530 SH	Sole	772980	856550
Texas Instruments	COM	882508104	32577	1530875 SH	Sole	953050	577825
Tiffany & Co.	COM	886547108	22845	743170 SH	Sole	468275	274895
Tollgrade Communications, In	COM	889542106	19386	2205450 SH	Sole	1003650	1201800
Transaction Systems Archit-A	COM	893416107	63078	3394050 SH	Sole	1233650	2160400
Trimble Navigation Ltd	COM	896239100	3380	106950 SH	Sole	3900	103050
Tripos Inc.	COM	896928108	6362	1493500 SH	Sole	1046800	446700
Tyco International Ltd	COM	902124106	51493	1679485 SH	Sole	1036710	642775
Ventana Medical Systems	COM	92276h106	5791	114800 SH	Sole	43700	71100
Verizon Communications	COM	92343v104	226	5733 SH	Sole		5733
Viacom Inc. Class B	COM	925524308	35172	1048045 SH	Sole	656855	391190
Wal-Mart Stores	COM	931142103	45538	855985 SH	Sole	547750	308235
Waters Corporation	COM	941848103	12496	283350 SH	Sole	204635	78715
Williams-Sonoma Inc.	COM	969904101	24708	658000 SH	Sole	377020	280980
Willis Group Holdings LTD	COM	G96655108	13136	351220 SH	Sole	210750	140470
Wright Medical Group Inc.	COM	98235t107	3494	139100 SH	Sole		139100
Xilinx Inc.	COM	983919101	31509	1167015 SH	Sole	708810	458205
Zimmer Holdings Inc	COM	98956P102	26418	334231 SH	Sole	222018	112213
Fomento Economico Mex-ADR		2246039	247	5600 SH	Sole	5600	
Grupo Aeroportuario del Surest		2639361	1389	62840 SH	Sole	62840	
Partner Communications-ADR		2501738	193	28200 SH	Sole	28200	
Satyam Computer Services - ADR		2756743	664	28700 SH	Sole	28700	
Teva Pharmaceuticals Inds - AD		2883878	1976	76150 SH	Sole	76150	
McGuigan Simeon Wines LTD	COM	6130677	1092	298000 SH	Sole	298000	
Westpac Banking Corp	COM	6076146	1452	113074 SH	Sole	113074	
Patheon Inc.	COM	2731579	1066	145900 SH	Sole	145900	
Royal Bank of Canada	COM	2754383	1137	24000 SH	Sole	24000	
Nobel Biocare Holding AG	COM	7385722	1654	10660 SH	Sole	10660	
Synthes Inc.	COM	B014635	1723	15820 SH	Sole	15820	
Danske Bank AS	COM	4588825	1644	62550 SH	Sole	62550	
ABN Amro Holding NV	COM	5250769	1162	51138 SH	Sole	51138	
Amplifon	COM	7146297	1838	46460 SH	Sole	46460	
Axa	COM	7088429	1060	52400 SH	Sole	52400	
DSM NV	COM	5773987	1137	21800 SH	Sole	21800	
Dexia	COM	7147610	1471	78770 SH	Sole	78770	
Euronext	COM	7153770	1492	52430 SH	Sole	52430	

Hermes Intl.	COM	5253973	1469	7745 SH	Sole	7745	
Jetix Europe	COM	5816127	1560	92900 SH	Sole	92900	
Paddy Power PLC	COM	4828974	379	32100 SH	Sole	32100	
Philips Electronics NV	COM	5986622	881	38476 SH	Sole	38476	
Rhoen-Klinikum	COM	4717629	1364	27460 SH	Sole	27460	
Schering AG	COM	4845757	1795	28510 SH	Sole	28510	
Telefonica S.A.	COM	5732524	1112	74292 SH	Sole	74292	
Tod's Spa	COM	4643735	1007	26150 SH	Sole	26150	
Unicredito Italiano	COM	4232445	1738	344600 SH	Sole	344600	
British Sky Broadcasting PLC	COM	0141192	1127	129900 SH	Sole	129900	
Man Group	COM	0294405	1531	71175 SH	Sole	71175	
Royal Bank of Scotland Group	COM	0754783	1340	46413 SH	Sole	46413	
SABMiller PLC	COM	0483548	1329	100700 SH	Sole	100700	
Shire Pharmaceuticals Group	COM	0799803	1526	161350 SH	Sole	161350	
United Business Media PLC	COM	3022421	1206	142838 SH	Sole	142838	
Esprit Holdings Limited	COM	6321642	2429	478400 SH	Sole	478400	
Travelsky Technology LTD	COM	6321954	1205	1468300 SH	Sole	1468300	
Partner Communications Co.	COM	6374420	702	103700 SH	Sole	103700	
Daito Trust Construction Co. L	COM	6250508	2100	51900 SH	Sole	51900	
ORIGIN TOSHU Co. Ltd.	COM	6097006	612	39900 SH	Sole	39900	
SkyPerfect Communications	COM	6290571	442	378 SH	Sole	378	
Fomento Economico Mexicano	COM	2242059	845	191500 SH	Sole	191500	
Walmart De Mexico - Ser V	COM	2135212	1535	452600 SH	Sole	452600	
Tandberg ASA	COM	7283440	1383	153200 SH	Sole	153200	
Clas Ohlson AB-B Shares	COM	7227341	1089	38300 SH	Sole	38300	
Nordea Bank AB	COM	5380031	1397	170900 SH	Sole	170900	
Swedish Match AB	COM	5048566	1449	137000 SH	Sole	137000	
Singapore Airlines	COM	6811734	989	152800 SH	Sole	152800	
Venture Corporation Limited	COM	6927374	1081	110300 SH	Sole	110300	
BCM International Fund		66976m813	4149	405172.1 SH	Sole	301661.7	103510.4
BCM Small Company Fund		66976M409	2803	103409.8 SH	Sole	5460.942	97948.89
REPORT SUMMARY		236 DATA RECOR	4813963		0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED		