

<b>BROWN CAPITAL MANAGEMENT</b>											
<b>FORM 13F</b>											
<b>31-Dec-04</b>											
									<b>Voting Authority</b>		
<b>Name of Issuer</b>	<b>Title of CUSIP</b>	<b>Value (x\$1000)</b>	<b>Shares/ Prn Amt</b>	<b>Sh/ Prn</b>	<b>Put/ Call</b>	<b>Invstmt Dscretn</b>	<b>Other Managers</b>	<b>Sole</b>	<b>Shared</b>	<b>None</b>	
AFLAC, Inc.	COM 001055102	1,215	30,492	SH		Sole					30,492
ANSYS Inc.	COM 03662q105	60,190	1,877,430	SH		Sole		930,330			947,100
Accelrys Inc.	COM 00430u103	24,480	3,138,420	SH		Sole		1,541,854			1,596,566
Acxiom Corporation	COM 005125109	54,068	2,055,800	SH		Sole		729,300			1,326,500
Adobe Systems Inc.	COM 00724f101	13,520	215,500	SH		Sole		123,435			92,065
Advance Auto Parts	COM 00751y106	36,296	830,958	SH		Sole		459,065			371,893
Advanced Neuromodulation Syste	COM 00757t101	45,063	1,142,000	SH		Sole		554,700			587,300
Affymetrix Inc.	COM 00826t108	77,105	2,109,580	SH		Sole		789,180			1,320,400
Affymetrix Inc.	COM 00826t108	14,447	395,275	SH		Sole		238,010			157,265
Airgas Inc.	COM 009363102	297	11,195	SH		Sole					11,195
Albany Molecular Research	COM 012423109	37,882	3,400,567	SH		Sole		1,654,479			1,746,088
Altera Corporation	COM 021441100	40,791	1,970,585	SH		Sole		1,138,950			831,635
American Express	COM 025816109	57,728	1,024,082	SH		Sole		635,733			388,349
American Software A	COM 029683109	16,450	2,728,100	SH		Sole		1,734,300			993,800
Amgen, Inc.	COM 031162100	36,625	570,925	SH		Sole		295,570			275,355
Analog Devices	COM 032654105	32,083	868,975	SH		Sole		527,170			341,805
Apollo Group INC-CL A	COM 037604105	21,855	270,790	SH		Sole		164,500			106,290
Applied Materials Inc.	COM 038222105	24,052	1,406,540	SH		Sole		878,005			528,535
Avnet Inc.	COM 053807103	8,034	440,440	SH		Sole		282,875			157,565
Axis Capital Holdings Ltd	COM 2677606	825	30,150	SH		Sole		30,150			
BP PLC Sponsored	COM 055622104	900	15,413	SH		Sole					15,413
Best Buy Co.Inc.	COM 086516101	20,662	347,725	SH		Sole		224,835			122,890
Biogen Idec Inc.	COM 09062x103	3,917	58,800	SH		Sole					58,800
Biomet	COM 090613100	18,465	425,560	SH		Sole		282,175			143,385
Block, HR	COM 093671105	3,239	66,100	SH		Sole		1,100			65,000
Boston Scientific Corp.	COM 101137107	32,299	908,565	SH		Sole		568,605			339,960
Bruker Biosciences Inc.	COM 116794108	10,467	2,597,290	SH		Sole		1,102,358			1,494,932
CUNO Inc.	COM 126583103	66,094	1,112,695	SH		Sole		577,055			535,640

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Name of Issuer	Title of	CUSIP	(x\$1000)	Prn Amt	Prn	Call	Dscrttn	Managers	Sole	Shared	None
CVS Corp.	COM	126650100	1,181	26,200	SH		Sole		26,200		
Career Education Corp.	COM	141665109	29,240	731,004	SH		Sole		463,050		267,954
Caremark RX Inc.	COM	141705103	21,371	541,995	SH		Sole		313,880		228,115
Carnival Corp.	COM	143658300	44,741	776,355	SH		Sole		469,830		306,525
Catalina Marketing	COM	148867104	45,075	1,521,275	SH		Sole		579,975		941,300
Cephalon Inc.	COM	156708109	3,509	68,970	SH		Sole		54,250		14,720
Cerner Corporation	COM	156782104	28,781	541,305	SH		Sole		324,205		217,100
Check Point Software Tech	COM	m22465104	684	27,780	SH		Sole		27,780		
Checkfree Corp.	COM	162813109	13,043	342,525	SH		Sole		200,275		142,250
Cheesecake Factory (The)	COM	163072101	54,373	1,674,553	SH		Sole		819,790		854,763
Cheesecake Factory (The)	COM	163072101	16,131	496,797	SH		Sole		199,837		296,960
Chico's Fas Inc.	COM	168615102	26,724	586,950	SH		Sole		281,525		305,425
Church & Dwight Co. Inc.	COM	171340102	3,212	95,550	SH		Sole		19,800		75,750
Cintas Corp.	COM	172908105	1,827	41,650	SH		Sole		40,750		900
Cisco Systems	COM	17275r102	67,525	3,498,723	SH		Sole		2,070,515		1,428,208
Citigroup, Inc.	COM	172967101	53,971	1,120,190	SH		Sole		770,130		350,060
Coach Inc.	COM	189754104	56,280	997,880	SH		Sole		633,400		364,480
Cognex Corp.	COM	192422103	65,777	2,357,604	SH		Sole		1,084,604		1,273,000
Cognex Corp.	COM	192422103	5,396	193,395	SH		Sole		117,425		75,970
Coherent Inc.	COM	192479103	3,001	98,600	SH		Sole				98,600
Concord Communications Inc.	COM	206186108	31,326	2,827,250	SH		Sole		1,366,350		1,460,900
Concur Technologies Inc.	COM	206708109	39,642	4,449,170	SH		Sole		2,134,240		2,314,930
Costco Wholesale	COM	22160k105	40,381	834,140	SH		Sole		528,100		306,040
Covance Inc	COM	222816100	15,942	411,415	SH		Sole		319,825		91,590
Danaher Corp.	COM	235851102	66,445	1,157,370	SH		Sole		716,255		441,115
Datastream Systems, Inc.	COM	238124101	23,123	3,336,700	SH		Sole		2,020,950		1,315,750
Dell Inc.	COM	24702r101	50,874	1,207,270	SH		Sole		757,335		449,935
Dendrite Intl Inc.	COM	248239105	69,116	3,562,665	SH		Sole		1,756,105		1,806,560
Diagnostic Products	COM	252450101	84,617	1,537,087	SH		Sole		802,887		734,200
Dick's Sporting Goods Inc.	COM	253393102	17,922	509,880	SH		Sole		389,200		120,680
Digital Theater Systems Inc.	COM	25389G102	50,452	2,506,290	SH		Sole		1,168,670		1,337,620
Dionex Corp.	COM	254546104	69,238	1,221,780	SH		Sole		606,650		615,130
Disney, Walt	COM	254687106	273	9,819	SH		Sole		3,300		6,519
EMC Corporation	COM	268648102	18,047	1,213,636	SH		Sole		768,725		444,911

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Name of Issuer	Title of	CUSIP	(x\$1000)	Prn Amt	Prn	Call	Dscretn	Managers	Sole	Shared	None
Electronic Arts	COM	285512109	53,007	859,380	SH		Sole		517,205		342,175
Eli Lilly & Co.	COM	532457108	29,655	522,560	SH		Sole		280,500		242,060
Endurance Specialty Holdings	COM	g30397106	768	22,445	SH		Sole		22,445		
Exxon Mobil Corp	COM	30231g102	663	12,940	SH		Sole				12,940
FEI Company	COM	302411109	59,790	2,847,125	SH		Sole		1,297,025		1,550,100
Fair Isaac Corp.	COM	303250104	69,574	1,896,792	SH		Sole		974,030		922,762
Fastenal Co.	COM	311900104	53,037	861,549	SH		Sole		545,392		316,157
First Data Corporation	COM	319963104	32,659	767,715	SH		Sole		484,970		282,745
Flextronics International Ltd.	COM	y2573f102	29,309	2,120,745	SH		Sole		1,276,870		843,875
Flir Systems Inc.	COM	302445101	68,300	1,070,696	SH		Sole		508,834		561,862
Fossil Inc.	COM	349882100	18,630	726,606	SH		Sole		414,836		311,770
Franklin Resources Inc.	COM	354613101	3,740	53,700	SH		Sole				53,700
Gene Logic Inc.	COM	368689105	12,142	3,299,440	SH		Sole		941,540		2,357,900
General Electric	COM	369604103	27,660	757,813	SH		Sole		628,035		129,778
General Growth Properties Inc.	COM	370021107	1,159	32,065	SH		Sole				32,065
Genzyme Corp.	COM	372917104	55,406	954,125	SH		Sole		520,355		433,770
Gilead Sciences Inc.	COM	375558103	25,152	718,845	SH		Sole		432,490		286,355
Goldman Sachs Group	COM	38141g104	29,589	284,405	SH		Sole		223,895		60,510
Grant Prideco Inc.	COM	38821g101	4,225	210,700	SH		Sole		4,400		206,300
Green Mountain Coffee Roasters	COM	393122106	27,827	1,108,639	SH		Sole		537,437		571,202
Guidant Corp.	COM	401698105	375	5,200	SH		Sole		5,200		
Guitar Center Inc.	COM	402040109	3,752	71,200	SH		Sole		41,700		29,500
Harley-Davidson, Inc.	COM	412822108	66,826	1,100,015	SH		Sole		675,420		424,595
Health Care Properties	COM	421915109	217	7,850	SH		Sole				7,850
Health Management Associates	COM	421933102	69,071	3,040,104	SH		Sole		1,877,350		1,162,754
Human Genome Sciences, Inc.	COM	444903108	27,947	2,325,075	SH		Sole		812,325		1,512,750
Illinois Tool Works	COM	452308109	45,967	495,975	SH		Sole		370,105		125,870
Incyte Corp.	COM	45337C102	27,159	2,718,575	SH		Sole		1,242,675		1,475,900
InfoUSA Inc.	COM	456818301	21,082	1,884,000	SH		Sole		1,521,600		362,400
Integrated Circuit Systems	COM	45811k208	7,400	353,715	SH		Sole		271,225		82,490
Intel Corp.	COM	458140100	43,171	1,845,695	SH		Sole		1,121,100		724,595
International Business Machine	COM	459200101	1,335	13,543	SH		Sole				13,543
Intuit, Inc.	COM	461202103	32,496	738,385	SH		Sole		433,600		304,785
Investors Financial Services C	COM	461915100	23,094	462,065	SH		Sole		278,400		183,665

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Jabil Circuit Inc.	COM	466313103	47,883	1,871,880	SH		Sole		1,138,570		733,310
Johnson & Johnson	COM	478160104	436	6,870	SH		Sole		5,400		1,470
Kendle International Inc.	COM	488801107	12,322	1,400,250	SH		Sole		947,250		453,000
Lam Research Corp.	COM	512807108	14,972	517,900	SH		Sole		305,845		212,055
Legg Mason Inc.	COM	524901105	63,180	862,414	SH		Sole		537,410		325,004
Lockheed Martin Corp.	COM	539830109	18,202	327,665	SH		Sole		198,900		128,765
Lowe's Companies	COM	548661107	55,227	958,970	SH		Sole		564,150		394,820
MBNA Corp.	COM	55262L100	1,076	38,163	SH		Sole				38,163
MEMC Electronic Materials	COM	552715104	1,838	138,700	SH		Sole				138,700
MSC Industrial Direct Co - A	COM	553530106	17,815	495,130	SH		Sole		381,930		113,200
Macrovision Corp.	COM	555904101	46,342	1,801,777	SH		Sole		786,931		1,014,846
Manhattan Associates, Inc.	COM	562750109	60,022	2,513,485	SH		Sole		1,163,485		1,350,000
Manpower	COM	56418H100	1,181	24,450	SH		Sole		24,450		
MedImmune Inc.	COM	584699102	1,906	70,300	SH		Sole		3,800		66,500
Medicis Pharmaceutical Cl A	COM	584690309	41,871	1,192,554	SH		Sole		621,054		571,500
Medtronic	COM	585055106	314	6,320	SH		Sole		3,500		2,820
Mercury Interactive Corp	COM	589405109	41,495	910,980	SH		Sole		539,759		371,221
Microsoft Corporation	COM	594918104	69,957	2,619,118	SH		Sole		1,518,375		1,100,743
Molecular Devices Corp.	COM	60851c107	41,528	2,066,070	SH		Sole		779,920		1,286,150
Molex. Inc	COM	608554101	29,911	997,035	SH		Sole		581,375		415,660
Nam Tai Electronics Inc.	COM	629865205	1,075	55,860	SH		Sole		55,860		
Nautilus Group Inc.	COM	63910b102	18,560	767,885	SH		Sole		453,025		314,860
Netscout Systems Inc.	COM	64115t104	31,050	4,448,445	SH		Sole		2,307,359		2,141,086
Network Appliance, Inc.	COM	64120l104	16,692	502,455	SH		Sole		304,480		197,975
Nextel Communications Inc. CL	COM	65332v103	624	20,800	SH		Sole		20,800		
Nextel Partners Inc. Cl A	COM	65333f107	29,197	1,494,240	SH		Sole		886,600		607,640
Novellus Systems Inc.	COM	670008101	15,191	544,668	SH		Sole		324,478		220,190
Omnicare Inc.	COM	681904108	32,788	947,095	SH		Sole		552,075		395,020
PDI Inc.	COM	69329v100	19,123	858,325	SH		Sole		398,625		459,700
PETsMART, Inc.	COM	716768106	25,621	721,120	SH		Sole		386,970		334,150
Panera Bread Co. Cl A	COM	69840w108	53,854	1,335,670	SH		Sole		742,470		593,200
Panera Bread Co. Cl A	COM	69840w108	16,622	412,245	SH		Sole		243,375		168,870
Paychex, Inc	COM	704326107	40,741	1,195,446	SH		Sole		766,751		428,695
Pfizer Inc.	COM	717081103	59,502	2,212,780	SH		Sole		1,257,120		955,660

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Pharmacoepia Drug Discovery	COM	7171ep101	9,600	1,602,655	SH		Sole		804,373		798,282
RSA Security Inc.	COM	749719100	9,356	466,415	SH		Sole		273,015		193,400
Radisys Corp.	COM	750459109	52,296	2,675,000	SH		Sole		1,175,775		1,499,225
Ross Stores Inc.	COM	778296103	3,340	115,700	SH		Sole				115,700
Royal Bank of Canada	COM	780087102	377	7,050	SH		Sole		7,050		
Royal Caribbean Cruises LTD	COM	v7780t103	27,961	513,610	SH		Sole		329,375		184,235
Royal Dutch	COM	780257804	275	4,800	SH		Sole				4,800
SBC Communications	COM	78387G103	361	14,003	SH		Sole				14,003
SPSS Inc.	COM	78462K102	32,994	2,109,575	SH		Sole		915,425		1,194,150
ScanSoft Inc.	COM	80603p107	18,866	4,502,731	SH		Sole		1,992,334		2,510,397
Schlumberger, Ltd.	COM	806857108	28,886	431,450	SH		Sole		264,000		167,450
Serologicals Corporation	COM	817523103	66,297	2,997,150	SH		Sole		1,409,650		1,587,500
Sigma Aldrich	COM	826552101	3,116	51,535	SH		Sole		24,900		26,635
Smith Intl, Inc.	COM	832110100	25,148	462,195	SH		Sole		257,950		204,245
Specialty Laboratories	COM	84749r100	36,118	3,271,516	SH		Sole		1,098,668		2,172,848
St. Jude Medical	COM	790849103	21,878	521,770	SH		Sole		320,450		201,320
Staples Inc.	COM	855030102	54,839	1,626,785	SH		Sole		1,001,595		625,190
Stryker Corp.	COM	863667101	21,560	446,830	SH		Sole		294,550		152,280
SunOpta Inc.	COM	8676ep108	1,249	174,000	SH		Sole		174,000		
Symyx Technologies Inc.	COM	87155s108	87,632	2,913,292	SH		Sole		1,297,203		1,616,089
Synopsys Inc.	COM	871607107	9,944	506,845	SH		Sole		309,575		197,270
Sysco Corp.	COM	871829107	24,219	634,500	SH		Sole		372,750		261,750
T. Rowe Price Group	COM	74144t108	12,490	200,800	SH		Sole		152,600		48,200
T. Rowe Price Group	COM	74144t108	43,275	695,740	SH		Sole		418,595		277,145
TJX Companies	COM	872540109	46,732	1,859,620	SH		Sole		1,136,520		723,100
Target Corp.	COM	87612e106	400	7,700	SH		Sole		7,700		
Techne Corp.	COM	878377100	63,185	1,624,290	SH		Sole		767,740		856,550
Texas Instruments	COM	882508104	37,091	1,506,545	SH		Sole		935,960		570,585
Tiffany & Co.	COM	886547108	44,083	1,378,875	SH		Sole		904,475		474,400
Tollgrade Communications, Inc.	COM	889542106	26,825	2,191,550	SH		Sole		989,750		1,201,800
Transaction Systems Archit-A	COM	893416107	58,242	2,934,100	SH		Sole		1,183,200		1,750,900
Trimble Navigation Ltd	COM	896239100	3,497	105,850	SH		Sole		2,800		103,050
Tripos Inc.	COM	896928108	7,923	1,486,400	SH		Sole		1,039,700		446,700
Tyco International Ltd	COM	902124106	59,364	1,661,000	SH		Sole		1,013,005		647,995

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United Parcel Service, Inc. Cl	COM	911312106	10,353	121,140	SH		Sole		74,735		46,405
Ventana Medical Systems	COM	92276h106	7,314	114,300	SH		Sole		43,200		71,100
Verizon Communications	COM	92343v104	232	5,733	SH		Sole				5,733
Viacom Inc. Class B	COM	925524308	38,499	1,057,955	SH		Sole		649,900		408,055
Wal-Mart Stores	COM	931142103	44,240	837,555	SH		Sole		529,990		307,565
Walgreen Co.	COM	931422109	16,474	429,345	SH		Sole		246,480		182,865
Waters Corporation	COM	941848103	19,790	422,950	SH		Sole		251,135		171,815
Williams-Sonoma Inc.	COM	969904101	45,168	1,289,055	SH		Sole		750,760		538,295
Willis Group Holdings LTD	COM	G96655108	21,166	514,105	SH		Sole		320,450		193,655
Wright Medical Group Inc.	COM	98235t107	3,964	139,100	SH		Sole				139,100
Xilinx Inc.	COM	983919101	34,664	1,169,100	SH		Sole		710,020		459,080
Zebra Tech CLA	COM	989207105	6,574	116,800	SH		Sole		73,700		43,100
Zimmer Holdings Inc	COM	98956P102	20,043	250,161	SH		Sole		155,868		94,293
eBay Inc.	COM	278642103	46,724	401,825	SH		Sole		248,200		153,625
Fomento Economico Mex-ADR		2246039	310	5,900	SH		Sole		5,900		
Grupo Aeroportuario del Surest		2639361	1,751	64,040	SH		Sole		64,040		
Satyam Computer Services - ADR		2756743	702	29,100	SH		Sole		29,100		
Teva Pharmaceuticals Inds - AD		2883878	2,375	79,550	SH		Sole		79,550		
McGuigan Simeon Wines LTD	COM	6130677	1,352	305,200	SH		Sole		305,200		
Westpac Banking Corp	COM	6076146	1,750	114,574	SH		Sole		114,574		
Patheon Inc.	COM	2731579	1,170	163,700	SH		Sole		163,700		
Royal Bank of Canada	COM	2754383	1,287	24,000	SH		Sole		24,000		
Kaba Holding AG	COM	7050417	1,311	4,230	SH		Sole		4,230		
Nobel Biocare Holding AG	COM	7385722	1,949	10,760	SH		Sole		10,760		
Synthes Inc.	COM	B014635	1,796	16,020	SH		Sole		16,020		
Danske Bank AS	COM	4588825	1,942	63,350	SH		Sole		63,350		
ABN Amro Holding NV	COM	5250769	1,371	51,738	SH		Sole		51,738		
Amplifon	COM	7146297	2,615	47,160	SH		Sole		47,160		
Axa	COM	7088429	1,315	53,200	SH		Sole		53,200		
DSM NV	COM	5773987	1,482	22,900	SH		Sole		22,900		
Dexia	COM	7147610	1,841	80,070	SH		Sole		80,070		
Euronext	COM	7153770	1,638	53,630	SH		Sole		53,630		
Hermes Intl.	COM	5253973	1,565	7,845	SH		Sole		7,845		
Jetix Europe	COM	5816127	431	22,600	SH		Sole		22,600		

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Name of Issuer	Title of	CUSIP	(x\$1000)	Prn Amt	Prn	Call	Discretn	Managers	Sole	Shared	None
Paddy Power PLC	COM	4828974	789	53,500	SH		Sole		53,500		
Philips Electronics NV	COM	5986622	1,039	39,176	SH		Sole		39,176		
Rhoen-Klinikum	COM	4717629	1,706	27,760	SH		Sole		27,760		
Schering AG	COM	4845757	2,168	29,010	SH		Sole		29,010		
Telefonica S.A.	COM	5732524	1,400	74,292	SH		Sole		74,292		
Tod's Spa	COM	4643735	1,285	27,050	SH		Sole		27,050		
Unicredito Italiano	COM	4232445	2,009	349,400	SH		Sole		349,400		
British Sky Broadcasting PLC	COM	0141192	1,695	157,100	SH		Sole		157,100		
Man Group	COM	0294405	2,040	72,175	SH		Sole		72,175		
Royal Bank of Scotland Group	COM	0754783	1,585	47,113	SH		Sole		47,113		
SABMiller PLC	COM	0483548	1,694	102,100	SH		Sole		102,100		
Shire Pharmaceuticals Group	COM	0799803	1,721	163,850	SH		Sole		163,850		
United Business Media PLC	COM	3022421	1,350	146,538	SH		Sole		146,538		
Esprit Holdings Limited	COM	6321642	2,893	478,400	SH		Sole		478,400		
Travelsky Technology LTD	COM	6321954	1,204	1,485,300	SH		Sole		1,485,300		
Daito Trust Construction Co. L	COM	6250508	2,505	52,700	SH		Sole		52,700		
ORIGIN TOSHU Co. Ltd.	COM	6097006	735	40,700	SH		Sole		40,700		
SkyPerfect Communications	COM	6290571	409	378	SH		Sole		378		
Fomento Economico Mexicano S.A	COM	2242059	1,005	191,500	SH		Sole		191,500		
Walmart De Mexico - Ser V	COM	2135212	1,577	459,100	SH		Sole		459,100		
Tandberg ASA	COM	7283440	1,966	158,200	SH		Sole		158,200		
Clas Ohlson AB	COM	b033yf8	1,458	77,500	SH		Sole		77,500		
Nordea Bank AB	COM	5380031	1,773	175,900	SH		Sole		175,900		
Swedish Match AB	COM	5048566	1,609	138,900	SH		Sole		138,900		
Singapore Airlines	COM	6811734	1,082	154,900	SH		Sole		154,900		
Venture Corporation Limited	COM	6927374	1,093	112,200	SH		Sole		112,200		
BCM International Fund		66976m813	4,736	405,172	SH		Sole		301,661.7410		103,510.3600
BCM Small Company Fund		66976M409	3,082	103,410	SH		Sole		5,460.9420		97,948.8850
REPORT SUMMARY	226	DATA RECORDS	5,110,776		0	OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED					