

FORM 13F COVER PAGE

Report for the Quarter Ended: March 31, 2005

Check here if Amendment ☐; Amendment Number:This Amendment (Check only one.): ☐ is a restatement.

Name: Brown Capital Management, Inc.

Address: 1201 N. Calvert Street

Baltimore, MD 21202

13F File Number:

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Eddie C. Brown

Title: President

Phone: 410-837-3234

Signature, Place, and Date of Signing:

Eddie C. Brown Baltimore, MD

Report Type (Check only one):

☒ 13F HOLDINGS REPORT☐ 13F NOTICE☐ 13F COMBINATION REPORT

List of Other Managers Reporting for this Manager:

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: NA

Form 13F information Table Entry Total: 219

Form 13F Information Table Value Total: \$4,058,234

List of Other Included Managers: NA

No. 13F File Number Name

<TABLE>

INFORMATION			FORM 13F			
			VALUE	SHARES/	SH/	PUT/
	NAME OF ISSUER	TITLE OF CLASS	(x\$1000)	PRN AMT	PRN	CALL
<S>		<C>	<C>	<C>	<C>	<C>
AFLAC, Inc.		COM	001055102	1120	30062.00	SH
SOLE						
ANSYS Inc.		COM	03662q105	48280	1411280.00	SH
SOLE	789880.00					
Accelrys Inc.		COM	00430u103	16221	2735464.00	SH

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SOLE Acxiom Corporation	1369398.00	COM	1366066.00	005125109	31756 1517250.00SH
SOLE Adobe Systems Inc.	637050.00	COM	880200.00	00724f101	10915 162495.00SH
SOLE Advance Auto Parts	71450.00	COM	91045.00	00751y106	34646 686730.00SH
SOLE Advanced Neuromodulation Syste	410465.00	COM	276265.00	00757t101	26294 980750.00SH
SOLE Affymetrix Inc.	502950.00	COM	477800.00	00826t108	59812 1396180.00SH
SOLE Affymetrix Inc.	692680.00	COM	703500.00	00826t108	13683 319400.00SH
SOLE Airgas Inc.	162010.00	COM	157390.00	009363102	267 11195.00 SH
SOLE Albany Molecular Research		COM	11195.00	012423109	25309 2461976.00SH
SOLE Altera Corporation	1505992.00	COM	955984.00	021441100	33172 1677060.00SH
SOLE American Express	934575.00	COM	742485.00	025816109	38024 740202.00SH
SOLE American Software A	491733.00	COM	248469.00	029683109	13632 2100500.00SH
SOLE Amgen, Inc.	1674400.00	COM	426100.00	031162100	30655 526625.00SH
SOLE Analog Devices	287570.00	COM	239055.00	032654105	26778 740950.00SH
SOLE Apollo Group INC-CL A	444420.00	COM	296530.00	037604105	18232 246180.00SH
SOLE Applied Materials Inc.	163800.00	COM	82380.00	038222105	20291 1248655.00SH
SOLE Axis Capital Holdings Ltd	841105.00	COM	407550.00	2677606	815 30150.00 SH
SOLE BJ Services Co.	30150.00	COM		055482103	2879 55500.00 SH
SOLE BP PLC Sponsored	38400.00	COM	17100.00	055622104	956 15313.00 SH
SOLE Baker Hughes, Inc.		COM	15313.00	057224107	31572 709645.00SH
SOLE Best Buy Co.Inc.	457180.00	COM	252465.00	086516101	33766 625175.00SH
SOLE Biogen Idec Inc.	419905.00	COM	205270.00	09062x103	2029 58800.00 SH

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SOLE Biomet		COM	58800.00	090613100	11923 328470.00SH
SOLE Block, HR	161025.00	COM	167445.00	093671105	3343 66100.00 SH
SOLE Boston Scientific Corp.	1100.00	COM	65000.00	101137107	23358 797480.00SH
SOLE Bruker Biosciences Inc.	536735.00	COM	260745.00	116794108	7831 2224625.00SH
SOLE CUNO Inc.	1005255.00	COM	1219370.00	126583103	47379 921945.00SH
SOLE Career Education Corp.	515505.00	COM	406440.00	141665109	21433 625604.00SH
SOLE Caremark RX Inc.	423850.00	COM	201754.00	141705103	19116 480545.00SH
SOLE Carnival Corp.	252230.00	COM	228315.00	143658300	31249 603140.00SH
SOLE Catalina Marketing	393480.00	COM	209660.00	148867104	21601 834025.00SH
SOLE Cephalon Inc.	509625.00	COM	324400.00	156708109	2572 54920.00 SH
SOLE Cerner Corporation	40200.00	COM	14720.00	156782104	23992 456905.00SH
SOLE Check Point Software Tech	322105.00	COM	134800.00	m22465104	613 28200.00 SH
SOLE Checkfree Corp.	28200.00	COM		162813109	11805 289625.00SH
SOLE Cheesecake Factory (The)	147175.00	COM	142450.00	163072101	44443 1253691.00SH
SOLE Cheesecake Factory (The)	729596.00	COM	524095.00	163072101	18755 529045.00SH
SOLE Chico's Fas Inc.	195086.00	COM	333959.00	168615102	13162 465750.00SH
SOLE Church & Dwight Co. Inc.	250500.00	COM	215250.00	171340102	3389 95550.00 SH
SOLE Cisco Systems	19800.00	COM	75750.00	17275r102	52665 2943808.00SH
SOLE Citigroup, Inc.	1948095.00	COM	995713.00	172967101	44004 979172.00SH
SOLE Coach Inc.	742262.00	COM	236910.00	189754104	36383 642460.00SH
SOLE Cognex Corp.	416725.00	COM	225735.00	192422103	46873 1883954.00SH

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SOLE	994954.00		889000.00			
Computer Associates Int'l.		COM		204912109	17073	630015.00SH
SOLE	420335.00		209680.00			
Concord Communications Inc.		COM		206186108	24327	2403850.00SH
SOLE	1340550.00		1063300.00			
Concur Technologies Inc.		COM		206708109	32410	3991382.00SH
SOLE	2021022.00		1970360.00			
Covance Inc		COM		222816100	14152	297240.00SH
SOLE	206175.00		91065.00			
Danaher Corp.		COM		235851102	53495	1001600.00SH
SOLE	623655.00		377945.00			
Datastream Systems, Inc.		COM		238124101	20830	2967300.00SH
SOLE	1987450.00		979850.00			
Dell Inc.		COM		24702r101	41645	1083940.00SH
SOLE	737385.00		346555.00			
Dendrite Intl Inc.		COM		248239105	39780	2833315.00SH
SOLE	1547305.00		1286010.00			
Diagnostic Products		COM		252450101	53245	1102387.00SH
SOLE	698887.00		403500.00			
Diamond Offshore Drilling, Inc		COM		25271c102	16659	333840.00SH
SOLE	218055.00		115785.00			
Dick's Sporting Goods Inc.		COM		253393102	14372	391280.00SH
SOLE	270300.00		120980.00			
Digital Theater Systems Inc.		COM		25389G102	39337	2172120.00SH
SOLE	1053000.00		1119120.00			
Dionex Corp.		COM		254546104	48253	885380.00SH
SOLE	543750.00		341630.00			
Disney, Walt		COM		254687106	279	9709.00 SH
SOLE	3300.00		6409.00			
EMC Corporation		COM		268648102	13155	1067771.00SH
SOLE	741625.00		326146.00			
Electronic Arts		COM		285512109	38881	750885.00SH
SOLE	457910.00		292975.00			
Eli Lilly & Co.		COM		532457108	23754	455940.00SH
SOLE	270800.00		185140.00			
Endurance Specialty Holdings		COM		g30397106	849	22445.00 SH
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Exxon Mobil Corp		COM		30231g102	771	12940.00 SH
SOLE			12940.00			
FEI Company		COM		302411109	55536	2398975.00SH
SOLE	1179375.00		1219600.00			
Fair Isaac Corp.		COM		303250104	52060	1511605.00SH

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SOLE Fastenal Co.	910543.00	COM	601062.00	311900104	23006	415944.00SH
SOLE Flextronics International Ltd.	252623.00	COM	163321.00	y2573f102	22236	1846865.00SH
SOLE Flir Systems Inc.	1113820.00	COM	733045.00	302445101	51834	1710696.00SH
SOLE Fossil Inc.	922872.00	COM	787824.00	349882100	8087	311956.00SH
SOLE Gene Logic Inc.	155986.00	COM	155970.00	368689105	2913	927640.00SH
SOLE General Electric	889040.00	COM	38600.00	369604103	60577	1679898.00SH
SOLE General Growth Properties Inc.	1166125.00	COM	513773.00	370021107	1056	30965.00 SH
SOLE Genzyme Corp.		COM	30965.00	372917104	41137	718680.00SH
SOLE Gilead Sciences Inc.	408075.00	COM	310605.00	375558103	22988	642135.00SH
SOLE Goldman Sachs Group	421690.00	COM	220445.00	38141g104	36905	335535.00SH
SOLE Grant Prideco Inc.	226420.00	COM	109115.00	38821g101	3440	142400.00SH
SOLE Green Mountain Coffee Roasters	4400.00	COM	138000.00	393122106	20578	857421.00SH
SOLE Guidant Corp.	475671.00	COM	381750.00	401698105	292	3950.00 SH
SOLE Guitar Center Inc.	3950.00	COM		402040109	7543	137570.00SH
SOLE Harley-Davidson, Inc.	68800.00	COM	68770.00	412822108	55107	954065.00SH
SOLE Health Management Associates	588620.00	COM	365445.00	421933102	69675	2661374.00SH
SOLE Human Genome Sciences, Inc.	1662005.00	COM	999369.00	444903108	17597	1908575.00SH
SOLE Illinois Tool works	652825.00	COM	1255750.00	452308109	14838	165735.00SH
SOLE InfoUSA Inc.	1035625.00	COM	1426200.00	456818301	16158	1537400.00SH
SOLE Integrated Circuit Systems	1368800.00	COM	168600.00	45811k208	7402	387115.00SH
SOLE Intel Corp.	189225.00	COM	197890.00	458140100	45041	1938895.00SH

SOLE	1164360.00		774535.00			
International Business Machine	COM		459200101	1288	14099.00	SH
SOLE			14099.00			
Investors Financial Services C	COM		461915100	19538	399465.00	SH
SOLE	215500.00		183965.00			
Jabil Circuit Inc.	COM		466313103	46352	1625245.00	SH
SOLE	981405.00		643840.00			
Johnson & Johnson	COM		478160104	361	5370.00	SH
SOLE	3900.00		1470.00			
Juniper Networks Inc	COM		48203r104	27077	1227420.00	SH
SOLE	646290.00		581130.00			
Kendle International Inc.	COM		488801107	11801	1026200.00	SH
SOLE	872000.00		154200.00			
Lam Research Corp.	COM		512807108	12285	425675.00	SH
SOLE	213420.00		212255.00			
Laureate Education Inc	COM		518613104	8873	207365.00	SH
SOLE	95965.00		111400.00			
Legg Mason Inc.	COM		524901105	58229	745189.00	SH
SOLE	471760.00		273429.00			
Lowe's Companies	COM		548661107	49326	864005.00	SH
SOLE	545350.00		318655.00			
MBNA Corp.	COM		55262L100	937	38163.00	SH
SOLE			38163.00			
MSC Industrial Direct Co - A	COM		553530106	4882	159750.00	SH
SOLE	110650.00		49100.00			
Macrovision Corp.	COM		555904101	39902	1750836.00	SH
SOLE	794955.00		955881.00			
Manhattan Associates, Inc.	COM		562750109	45197	2218785.00	SH
SOLE	1108985.00		1109800.00			
Marriott International, Inc.	COM		571903202	14729	220290.00	SH
SOLE	147445.00		72845.00			
Medicis Pharmaceutical Cl A	COM		584690309	36373	1213254.00	SH
SOLE	622954.00		590300.00			
Medtronic	COM		585055106	322	6320.00	SH
SOLE	3500.00		2820.00			
Mercury Interactive Corp	COM		589405109	40594	856780.00	SH
SOLE	485394.00		371386.00			
Microsoft Corporation	COM		594918104	56718	2346618.00	SH
SOLE	1491425.00		855193.00			
Molecular Devices Corp.	COM		60851c107	29144	1533870.00	SH
SOLE	677220.00		856650.00			
Nam Tai Electronics Inc.	COM		629865205	1786	67160.00	SH

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SOLE	67160.00				
Nautilus Group Inc.	COM	63910b102	14927	628260.00	SH
SOLE	313075.00	315185.00			
Netscout Systems Inc.	COM	64115t104	17271	3881061.00	SH
SOLE	2196175.00	1684886.00			
Network Appliance, Inc.	COM	641201104	11335	409805.00	SH
SOLE	211630.00	198175.00			
Nextel Communications Inc. CL	COM	65332v103	591	20800.00	SH
SOLE	20800.00				
Nextel Partners Inc. CL A	COM	65333f107	26966	1227940.00	SH
SOLE	638100.00	589840.00			
Noble Corp.	COM	G65422100	5832	103750.00	SH
SOLE	38950.00	64800.00			
Novellus Systems Inc.	COM	670008101	11992	448618.00	SH
SOLE	228128.00	220490.00			
Omnicare Inc.	COM	681904108	29178	823070.00	SH
SOLE	469275.00	353795.00			
PDI Inc.	COM	69329v100	13453	656225.00	SH
SOLE	358925.00	297300.00			
PETSMART, Inc.	COM	716768106	20498	712965.00	SH
SOLE	343715.00	369250.00			
Panera Bread Co. CL A	COM	69840w108	51525	911470.00	SH
SOLE	577470.00	334000.00			
Panera Bread Co. CL A	COM	69840w108	9053	160145.00	SH
SOLE	80475.00	79670.00			
Paychex, Inc	COM	704326107	33445	1019051.00	SH
SOLE	642901.00	376150.00			
Pfizer Inc.	COM	717081103	17215	655310.00	SH
SOLE	424525.00	230785.00			
Pharmacoepia Drug Discovery	COM	7171ep101	6195	1229172.00	SH
SOLE	733946.00	495226.00			
Procter & Gamble	COM	742718109	48010	905840.00	SH
SOLE	575630.00	330210.00			
RSA Security Inc.	COM	749719100	10243	646265.00	SH
SOLE	324065.00	322200.00			
Radisys Corp.	COM	750459109	35146	2482050.00	SH
SOLE	1201025.00	1281025.00			
Ross Stores Inc.	COM	778296103	4316	148100.00	SH
SOLE	32400.00	115700.00			
Royal Bank of Canada	COM	780087102	429	7050.00	SH
SOLE	7050.00				
Royal Dutch	COM	780257804	288	4800.00	SH
SOLE		4800.00			

SBC Communications	COM	bcm1st05.txt	78387G103	332	14003.00	SH
SOLE		14003.00				
SPSS Inc.	COM		78462K102	28380	1631975.00	SH
SOLE		820225.00	811750.00			
ScanSoft Inc.	COM		80603p107	13353	3589454.00	SH
SOLE		1854207.00	1735247.00			
Schlumberger, Ltd.	COM		806857108	22731	322520.00	SH
SOLE		238295.00	84225.00			
Serologicals Corporation	COM		817523103	67492	2761550.00	SH
SOLE		1447950.00	1313600.00			
Smith Intl, Inc.	COM		832110100	26831	427725.00	SH
SOLE		203900.00	223825.00			
Specialty Laboratories	COM		84749r100	23313	2441114.00	SH
SOLE		918766.00	1522348.00			
St. Jude Medical	COM		790849103	15094	419270.00	SH
SOLE		217750.00	201520.00			
Staples Inc.	COM		855030102	43201	1374515.00	SH
SOLE		845145.00	529370.00			
Strayer Education, Inc.	COM		863236105	8879	78350.00	SH
SOLE		34750.00	43600.00			
Stryker Corp.	COM		863667101	17792	398830.00	SH
SOLE		286950.00	111880.00			
SunOpta Inc.	COM		8676ep108	1038	203500.00	SH
SOLE		203500.00				
Symyx Technologies Inc.	COM		87155s108	52327	2373085.00	SH
SOLE		1139296.00	1233789.00			
Synopsys Inc.	COM		871607107	7623	421145.00	SH
SOLE		223675.00	197470.00			
Sysco Corp.	COM		871829107	20663	577180.00	SH
SOLE		361950.00	215230.00			
T. Rowe Price Group	COM		74144t108	9299	156600.00	SH
SOLE		152600.00	4000.00			
T. Rowe Price Group	COM		74144t108	36904	621495.00	SH
SOLE		382395.00	239100.00			
Techne Corp.	COM		878377100	52567	1308290.00	SH
SOLE		693540.00	614750.00			
Texas Instruments	COM		882508104	34243	1343395.00	SH
SOLE		901210.00	442185.00			
Tiffany & Co.	COM		886547108	40490	1172950.00	SH
SOLE		780770.00	392180.00			
Tollgrade Communications, Inc.	COM		889542106	11946	1731250.00	SH
SOLE		883850.00	847400.00			

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Transaction Systems Archit-A	COM	893416107	38492	1662700.00SH
SOLE		685000.00		
Transocean Inc.	COM	G90078109	9063	176114.00SH
SOLE		61549.00		
Trimble Navigation Ltd	COM	896239100	2717	80350.00 SH
SOLE		77550.00		
Tripos Inc.	COM	896928108	5755	1386650.00SH
SOLE		446700.00		
Tyco International Ltd	COM	902124106	28793	851860.00SH
SOLE		298920.00		
United Parcel Service, Inc. Cl	COM	911312106	25150	345750.00SH
SOLE		114900.00		
Ventana Medical Systems	COM	92276h106	8211	219200.00SH
SOLE		142200.00		
Verizon Communications	COM	92343v104	204	5733.00 SH
SOLE		5733.00		
Viacom Inc. Class B	COM	925524308	32352	928855.00SH
SOLE		297355.00		
Wal-Mart Stores	COM	931142103	40321	804640.00SH
SOLE		282850.00		
Walgreen Co.	COM	931422109	38540	867625.00SH
SOLE		291105.00		
Waters Corporation	COM	941848103	12380	345895.00SH
SOLE		171960.00		
Wellpoint Health Networks Inc	COM	94973v107	15177	121080.00SH
SOLE		47875.00		
Williams-Sonoma Inc.	COM	969904101	41884	1139700.00SH
SOLE		470280.00		
Willis Group Holdings LTD	COM	G96655108	16712	453265.00SH
SOLE		193795.00		
Wright Medical Group Inc.	COM	98235t107	3338	139100.00SH
SOLE		139100.00		
XTO Energy Inc.	COM	98385x106	8402	255852.30SH
SOLE		86188.64		
Xilinx Inc.	COM	983919101	28978	991365.00SH
SOLE		405895.00		
Zebra Tech CLA	COM	989207105	35135	739840.00SH
SOLE		281680.00		
Zimmer Holdings Inc	COM	98956P102	15328	196993.00SH
SOLE		72543.00		
eBay Inc.	COM	278642103	12549	336800.00SH
SOLE		114800.00		

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Fomento Economico Mex-ADR		2246039	327	6100	SH
SOLE	6100				
Grupo Aeroportuario del Surest		2639361	1810	64540	SH
SOLE	64540				
Satyam Computer Services - ADR		2756743	684	29300	SH
SOLE	29300				
Teva Pharmaceuticals Inds - AD		2883878	2478	79950	SH
SOLE	79950				
McGuigan Simeon wines LTD	COM	6130677	1232	306900.00	SH
SOLE	306900.00				
Westpac Banking Corp	COM	6076146	1706	115874.00	SH
SOLE	115874.00				
Patheon Inc.	COM	2731579	1536	164500.00	SH
SOLE	164500.00				
Royal Bank of Canada	COM	2754383	1459	24000.00	SH
SOLE	24000.00				
Kaba Holding AG	COM	7050417	1197	4260.00	SH
SOLE	4260.00				
Nobel Biocare Holding AG	COM	7385722	2309	10930.00	SH
SOLE	10930.00				
Synthes Inc.	COM	8014635	1802	16150.00	SH
SOLE	16150.00				
Danske Bank AS	COM	4588825	1866	64150.00	SH
SOLE	64150.00				
ABN Amro Holding NV	COM	5250769	1302	52338.00	SH
SOLE	52338.00				
Amplifon	COM	7146297	2159	35460.00	SH
SOLE	35460.00				
Axa	COM	7088429	1437	53800.00	SH
SOLE	53800.00				
DSM NV	COM	5773987	1618	22900.00	SH
SOLE	22900.00				
Dexia	COM	7147610	1926	80770.00	SH
SOLE	80770.00				
Euronext	COM	7153770	1928	54030.00	SH
SOLE	54030.00				
Hermes Intl.	COM	5253973	1593	7895.00	SH
SOLE	7895.00				
Jetix Europe	COM	5816127	408	22600.00	SH
SOLE	22600.00				
Paddy Power PLC	COM	4828974	923	53800.00	SH
SOLE	53800.00				

Philips Electronics NV	COM	bcm1st05.txt	5986622	1087	39376.00	SH
SOLE Rhoen-Klinikum	39376.00	COM	4717629	1792	28160.00	SH
SOLE Schering AG	28160.00	COM	4845757	1947	29210.00	SH
SOLE Telefonica S.A.	29210.00	COM	5732524	1298	74292.00	SH
SOLE Tod's Spa	74292.00	COM	4643735	1310	27250.00	SH
SOLE Unicredito Italiano	27250.00	COM	4232445	2067	351100.00	SH
SOLE British Sky Broadcasting PLC	351100.00	COM	0141192	1732	157900.00	SH
SOLE Man Group	157900.00	COM	0294405	1887	72675.00	SH
SOLE Royal Bank of Scotland Group	72675.00	COM	0754783	1509	47413.00	SH
SOLE SABMiller PLC	47413.00	COM	0483548	1606	102600.00	SH
SOLE Shire Pharmaceuticals Group	102600.00	COM	0799803	1884	164950.00	SH
SOLE United Business Media PLC	164950.00	COM	3022421	1481	147338.00	SH
SOLE Esprit Holdings Limited	147338.00	COM	6321642	3266	478400.00	SH
SOLE Travelsky Technology LTD	478400.00	COM	6321954	1248	1497300.00	SH
SOLE Daito Trust Construction Co. L	1497300.00	COM	6250508	2230	53000.00	SH
SOLE ORIGIN TOSHU Co. Ltd.	53000.00	COM	6097006	816	41000.00	SH
SOLE SkyPerfect Communications	41000.00	COM	6290571	303	388.00	SH
SOLE Fomento Economico Mexicano S.A	388.00	COM	2242059	1025	191500.00	SH
SOLE Walmart De Mexico - Ser V	191500.00	COM	2135212	1617	461200.00	SH
SOLE Tandberg ASA	461200.00	COM	7283440	1673	159500.00	SH
SOLE Clas ohlson AB	159500.00	COM	b033yf8	1630	78100.00	SH
SOLE	78100.00					

Nordea Bank AB		COM	bcm1st05.txt	5380031	1805 177800.00SH
SOLE	177800.00				
Swedish Match AB		COM		5048566	1714 139600.00SH
SOLE	139600.00				
Singapore Airlines		COM		6811734	1134 157100.00SH
SOLE	157100.00				
BCM International Fund				66976m813	5114 432619.821SH
SOLE	301661.741		130958.080		
BCM Small Company Fund				66976M409	2679 99063.538SH
SOLE	5460.942		93602.596		

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