

BROWN CAPITAL MANAGEMENT, INC.
FORM 13F
June 30, 2005

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Discretn	Other Managers	Voting Authority		
									Sole	Shared	None
AFLAC, Inc.	COM	001055102	1108	25592.00	SH		Sole				25592.00
ANSYS Inc.	COM	03662q105	399821	125950.00	SH		Sole		504550.00		621400.00
Accelrys Inc.	COM	00430u103	112812	279043.00	SH		Sole		912977.00		1366066.00
Acxiom Corporation	COM	005125109	269381	290150.00	SH		Sole		409950.00		880200.00
Adobe Systems Inc.	COM	00724f101	16326	570445.00	SH		Sole		261845.00		308600.00
Advance Auto Parts	COM	00751y106	28264	437861.00	SH		Sole		211619.00		226242.00
Advanced Neuromodulation Syste	COM	00757t101	32940	830150.00	SH		Sole		352350.00		477800.00
Affymetrix Inc.	COM	00826t108	550491	020750.00	SH		Sole		430000.00		590750.00
Affymetrix Inc.	COM	00826t108	4509	83615.00	SH		Sole		49425.00		34190.00
Airgas Inc.	COM	009363102	213	8625.00	SH		Sole				8625.00
Albany Molecular Research	COM	012423109	216021	543029.00	SH		Sole		855145.00		687884.00
Altera Corporation	COM	021441100	10998	554905.00	SH		Sole		328875.00		226030.00
American Express	COM	025816109	18597	349375.00	SH		Sole		103710.00		245665.00
American Software A	COM	029683109	73871	278100.00	SH		Sole		852000.00		426100.00
Amgen, Inc.	COM	031162100	24453	404450.00	SH		Sole		115795.00		288655.00
Analog Devices	COM	032654105	6635	177825.00	SH		Sole		102950.00		74875.00
Apollo Group INC-CL A	COM	037604105	8980	114800.00	SH		Sole		32950.00		81850.00
Applied Materials Inc.	COM	038222105	9163	566305.00	SH		Sole		162370.00		403935.00
Axis Capital Holdings Ltd	COM	2677606	853	30150.00	SH		Sole		30150.00		
BJ Services Co.	COM	055482103	3256	62050.00	SH		Sole		61050.00		1000.00
BP PLC Sponsored	COM	055622104	808	12945.00	SH		Sole				12945.00
Baker Hughes, Inc.	COM	057224107	18478	361185.00	SH		Sole		165080.00		196105.00
Best Buy Co.Inc.	COM	086516101	20590	300360.00	SH		Sole		97170.00		203190.00
Biomet	COM	090613100	9140	263870.00	SH		Sole		136975.00		126895.00
Block, HR	COM	093671105	3825	65550.00	SH		Sole		1050.00		64500.00
Boston Scientific Corp.	COM	101137107	9762	361545.00	SH		Sole		102000.00		259545.00
Bruker Biosciences Inc.	COM	116794108	73291	836848.00	SH		Sole		617478.00		1219370.00
CUNO Inc.	COM	126583103	34296	480069.00	SH		Sole		320629.00		159440.00
Caremark RX Inc.	COM	141705103	19929	447640.00	SH		Sole		254380.00		193260.00
Carnival Corp.	COM	143658300	15872	290955.00	SH		Sole		83680.00		207275.00
Catalina Marketing	COM	148867104	16743	658925.00	SH		Sole		334525.00		324400.00
Cephalon Inc.	COM	156708109	1436	36070.00	SH		Sole		35350.00		720.00
Cerner Corporation	COM	156782104	23168	340853.00	SH		Sole		206053.00		134800.00
Check Point Software Tech	COM	m22465104	558	28200.00	SH		Sole		28200.00		
Checkfree Corp.	COM	162813109	6726	197475.00	SH		Sole		107525.00		89950.00

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									Sole	Shared	None
Cheesecake Factory (The)	COM	163072101	30333	873381.00	SH		Sole		349286.00		524095.00
Cheesecake Factory (The)	COM	163072101	12949	372848.00	SH		Sole		154836.00		218012.00
Chico's Fas Inc.	COM	168615102	10258	299250.00	SH		Sole		178700.00		120550.00
Church & Dwight Co. Inc.	COM	171340102	2742	75750.00	SH		Sole				75750.00
Cisco Systems	COM	17275r102	18118	948064.00	SH		Sole		271005.00		677059.00
Citigroup, Inc.	COM	172967101	4312	93274.00	SH		Sole		26365.00		66909.00
Coach Inc.	COM	189754104	27132	808225.00	SH		Sole		402510.00		405715.00
Cognex Corp.	COM	192422103	41357	579102.00	SH		Sole		679702.00		899400.00
Computer Associates Int'l.	COM	204912109	8060	293310.00	SH		Sole		85155.00		208155.00
Concur Technologies Inc.	COM	206708109	36658	481342.00	SH		Sole		1432182.00		2049160.00
Covance Inc	COM	222816100	8000	178290.00	SH		Sole		173875.00		4415.00
DTS Inc	COM	23335C101	34588	939870.00	SH		Sole		753850.00		1186020.00
Danaher Corp.	COM	235851102	30300	578900.00	SH		Sole		253555.00		325345.00
Darden Restaurants Inc.	COM	237194105	21089	639440.00	SH		Sole		307175.00		332265.00
Datastream Systems, Inc.	COM	238124101	16310	240350.00	SH		Sole		1260500.00		979850.00
Dell Inc.	COM	24702r101	19595	495940.00	SH		Sole		151185.00		344755.00
Dendrite Intl Inc.	COM	248239105	31732	299425.00	SH		Sole		1013415.00		1286010.00
Diagnostic Products	COM	252450101	35680	753851.00	SH		Sole		407651.00		346200.00
Diamond Offshore Drilling, Inc	COM	25271c102	14943	279680.00	SH		Sole		179075.00		100605.00
Dick's Sporting Goods Inc.	COM	253393102	9056	234680.00	SH		Sole		229800.00		4880.00
Dionex Corp.	COM	254546104	29429	674830.00	SH		Sole		333200.00		341630.00
Disney, Walt	COM	254687106	209	8290.00	SH		Sole		3300.00		4990.00
Dolby Laboratories Inc.-Cl A	COM	25659t107	8175	370600.00	SH		Sole		165400.00		205200.00
EMC Corporation	COM	268648102	15141	104381.00	SH		Sole		314875.00		789506.00
Electronic Arts	COM	285512109	27569	487000.00	SH		Sole		220250.00		266750.00
Eli Lilly & Co.	COM	532457108	13551	243240.00	SH		Sole		58550.00		184690.00
Endurance Specialty Holdings	COM	g30397106	849	22445.00	SH		Sole		22445.00		
Exxon Mobil Corp	COM	30231g102	751	13073.00	SH		Sole		533.00		12540.00
FEI Company	COM	302411109	45239	983275.00	SH		Sole		763675.00		1219600.00
Fair Isaac Corp.	COM	303250104	39897	093061.00	SH		Sole		551799.00		541262.00
Fastenal Co.	COM	311900104	14841	242264.00	SH		Sole		85740.00		156524.00
Flextronics International Ltd.	COM	y2573f102	861	65200.00	SH		Sole		65200.00		
Flir Systems Inc.	COM	302445101	41297	383960.00	SH		Sole		596136.00		787824.00
Fortune Brands, Inc.	COM	349631101	7571	85255.00	SH		Sole		34945.00		50310.00
Fossil Inc.	COM	349882100	5045	222256.00	SH		Sole		132286.00		89970.00

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									Sole	Shared	None
Gene Logic Inc.	COM	368689105	1773	535800.00	SH		Sole		497200.00		38600.00
General Electric	COM	369604103	31686	914473.00	SH		Sole		252250.00		662223.00
General Growth Properties Inc.	COM	370021107	1207	29365.00	SH		Sole				29365.00
Genzyme Corp.	COM	372917104	26369	438825.00	SH		Sole		173775.00		265050.00
Gilead Sciences Inc.	COM	375558103	7064	160585.00	SH		Sole		50540.00		110045.00
Goldman Sachs Group	COM	38141g104	4609	45180.00	SH		Sole		11825.00		33355.00
Grant Prideco Inc.	COM	38821g101	3759	142100.00	SH		Sole		4100.00		138000.00
Green Mountain Coffee Roasters	COM	393122106	25421	749229.00	SH		Sole		334279.00		414950.00
Guidant Corp.	COM	401698105	266	3950.00	SH		Sole		3950.00		
Guitar Center Inc.	COM	402040109	9761	167220.00	SH		Sole		89350.00		77870.00
Harley-Davidson, Inc.	COM	412822108	23637	476555.00	SH		Sole		207110.00		269445.00
Health Care Properties	COM	421915109	212	7850.00	SH		Sole				7850.00
Health Management Associates	COM	421933102	37368	427347.00	SH		Sole		611305.00		816042.00
Human Genome Sciences, Inc.	COM	444903108	20475	1768125.00	SH		Sole		596575.00		1171550.00
Illinois Tool Works	COM	452308109	282	3545.00	SH		Sole		1625.00		1920.00
Incyte Corp.	COM	45337C102	1506	12106440.00	SH		Sole		680240.00		1426200.00
InfoUSA Inc.	COM	456818301	3613	308800.00	SH		Sole		224500.00		84300.00
Integrated Circuit Systems	COM	45811k208	5768	279465.00	SH		Sole		162275.00		117190.00
Intel Corp.	COM	458140100	28087	1077765.00	SH		Sole		306825.00		770940.00
International Business Machine	COM	459200101	906	12207.00	SH		Sole				12207.00
Investors Financial Services C	COM	461915100	25216	666725.00	SH		Sole		308745.00		357980.00
Jabil Circuit Inc.	COM	466313103	22371	727975.00	SH		Sole		317435.00		410540.00
Johnson & Johnson	COM	478160104	29361	451710.00	SH		Sole		128275.00		323435.00
Juniper Networks Inc	COM	48203r104	24046	954975.00	SH		Sole		476805.00		478170.00
Kendle International Inc.	COM	48880l107	9848	650050.00	SH		Sole		495850.00		154200.00
Lam Research Corp.	COM	512807108	8712	301030.00	SH		Sole		178575.00		122455.00
Laureate Education Inc	COM	518613104	7303	152600.00	SH		Sole		78100.00		74500.00
Legg Mason Inc.	COM	524901105	40444	388477.00	SH		Sole		174905.00		213572.00
Lowe's Companies	COM	548661107	12843	220600.00	SH		Sole		59395.00		161205.00
MBNA Corp.	COM	55262L100	900	34408.00	SH		Sole				34408.00
MSC Industrial Direct Co - A	COM	553530106	5692	168650.00	SH		Sole		165950.00		2700.00
Macrovision Corp.	COM	555904101	32923	1460664.00	SH		Sole		504783.00		955881.00
Manhattan Associates, Inc.	COM	562750109	31574	1643635.00	SH		Sole		711935.00		931700.00
Marriott International, Inc.	COM	571903202	21512	315340.00	SH		Sole		178920.00		136420.00
Medicis Pharmaceutical CI A	COM	584690309	30709	967830.00	SH		Sole		377530.00		590300.00

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Medtronic	COM	585055106	317	6120.00	SH		Sole		3400.00		2720.00
Mercury Interactive Corp	COM	589405109	22531	587346.00	SH		Sole		271340.00		316006.00
Microsoft Corporation	COM	594918104	300721	210633.00	SH		Sole		358870.00		851763.00
Molecular Devices Corp.	COM	60851c107	286051	322470.00	SH		Sole		465820.00		856650.00
Nam Tai Electronics Inc.	COM	629865205	1527	67160.00	SH		Sole		67160.00		
Nautilus Group Inc.	COM	63910b102	12777	448330.00	SH		Sole		266155.00		182175.00
Netscout Systems Inc.	COM	64115t104	203280	84662.00	SH		Sole		1399776.00		1684886.00
Network Appliance, Inc.	COM	64120l104	6632	234585.00	SH		Sole		97430.00		137155.00
Nextel Partners Inc. Cl A	COM	65333f107	15145	601690.00	SH		Sole		369650.00		232040.00
Noble Corp.	COM	G65422100	10086	163970.00	SH		Sole		100495.00		63475.00
Novellus Systems Inc.	COM	670008101	7749	313598.00	SH		Sole		186908.00		126690.00
PDI Inc.	COM	69329v100	6305	511375.00	SH		Sole		214075.00		297300.00
PETsMART, Inc.	COM	716768106	15620	514675.00	SH		Sole		291525.00		223150.00
Panera Bread Co. Cl A	COM	69840w108	39695	639370.00	SH		Sole		339670.00		299700.00
Panera Bread Co. Cl A	COM	69840w108	7115	114595.00	SH		Sole		69125.00		45470.00
Paychex, Inc	COM	704326107	18283	561871.00	SH		Sole		299226.00		262645.00
Pfizer Inc.	COM	717081103	16253	589315.00	SH		Sole		175870.00		413445.00
Pharmacoepia Drug Discovery	COM	7171ep101	3954	981088.00	SH		Sole		485862.00		495226.00
Procter & Gamble	COM	742718109	36996	701340.00	SH		Sole		206390.00		494950.00
RSA Security Inc.	COM	749719100	5269	459000.00	SH		Sole		274700.00		184300.00
Radisys Corp.	COM	750459109	337172	087725.00	SH		Sole		806700.00		1281025.00
Ross Stores Inc.	COM	778296103	3813	131900.00	SH		Sole		16200.00		115700.00
Royal Bank of Canada	COM	780087102	437	7050.00	SH		Sole		7050.00		
Royal Dutch	COM	780257804	312	4800.00	SH		Sole				4800.00
SBC Communications	COM	78387G103	321	13508.00	SH		Sole				13508.00
SPSS Inc.	COM	78462K102	254601	325675.00	SH		Sole		513925.00		811750.00
ScanSoft Inc.	COM	80603p107	108628	74258.00	SH		Sole		1139011.00		1735247.00
Schlumberger, Ltd.	COM	806857108	5993	78920.00	SH		Sole		28195.00		50725.00
Serologicals Corporation	COM	817523103	454012	136500.00	SH		Sole		906200.00		1230300.00
Smith Intl, Inc.	COM	832110100	3605	56600.00	SH		Sole				56600.00
Specialty Laboratories	COM	84749r100	183362	180283.00	SH		Sole		621635.00		1558648.00
St. Jude Medical	COM	790849103	15587	357420.00	SH		Sole		217100.00		140320.00
Staples Inc.	COM	855030102	278291	305291.00	SH		Sole		649859.00		655432.00
Strayer Education, Inc.	COM	863236105	6978	80900.00	SH		Sole		42450.00		38450.00
Stryker Corp.	COM	863667101	11534	242515.00	SH		Sole		72345.00		170170.00

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SunOpta Inc.	COM	8676ep108	1156	203500.00	SH		Sole		203500.00		
Symyx Technologies Inc.	COM	87155s108	54235	938349.00	SH		Sole		753160.00		1185189.00
Synopsys Inc.	COM	871607107	4467	267995.00	SH		Sole		155425.00		112570.00
Sysco Corp.	COM	871829107	10560	291805.00	SH		Sole		77900.00		213905.00
T. Rowe Price Group	COM	74144t108	8864	141600.00	SH		Sole		137600.00		4000.00
T. Rowe Price Group	COM	74144t108	25428	406195.00	SH		Sole		177950.00		228245.00
Target Corp.	COM	87612e106	9135	167900.00	SH		Sole		43245.00		124655.00
Techno Corp.	COM	878377100	46733	1017925.00	SH		Sole		437675.00		580250.00
Texas Instruments	COM	882508104	9846	350760.00	SH		Sole		104655.00		246105.00
Tollgrade Communications, Inc.	COM	889542106	10499	399900.00	SH		Sole		552500.00		847400.00
Transaction Systems Archit-A	COM	893416107	32429	316650.00	SH		Sole		631650.00		685000.00
Transocean Inc.	COM	G90078109	8439	156364.00	SH		Sole		44895.00		111469.00
Trimble Navigation Ltd	COM	896239100	3461	88800.00	SH		Sole		2600.00		86200.00
Tripes Inc.	COM	896928108	3530	951400.00	SH		Sole		504700.00		446700.00
Tyco International Ltd	COM	902124106	7982	273355.00	SH		Sole		75250.00		198105.00
United Healthcare	COM	91324p102	13728	263300.00	SH		Sole		75530.00		187770.00
United Parcel Service, Inc. Cl	COM	911312106	11152	161245.00	SH		Sole		47600.00		113645.00
Ventana Medical Systems	COM	92276h106	7861	195400.00	SH		Sole		53200.00		142200.00
Wal-Mart Stores	COM	931142103	4841	100430.00	SH		Sole		28300.00		72130.00
Walgreen Co.	COM	931422109	27415	596105.00	SH		Sole		173255.00		422850.00
Waters Corporation	COM	941848103	9105	244950.00	SH		Sole		145975.00		98975.00
Wellpoint Health Networks Inc	COM	94973v107	21450	308010.00	SH		Sole		169035.00		138975.00
Williams-Sonoma Inc.	COM	969904101	11296	285475.00	SH		Sole		119885.00		165590.00
Willis Group Holdings LTD	COM	G96655108	10556	322615.00	SH		Sole		211220.00		111395.00
Wright Medical Group Inc.	COM	98235t107	2593	97100.00	SH		Sole				97100.00
XTO Energy Inc.	COM	98385x106	4964	146051.99	SH		Sole		53640.00		92412.00
Zebra Tech CLA	COM	989207105	18563	423910.00	SH		Sole		168760.00		255150.00
eBay Inc.	COM	278642103	9488	287435.00	SH		Sole		79485.00		207950.00
Fomento Economico Mex-ADR		2246039	363	6100	SH		Sole		6100		
Grupo Aeroportuario del Surest		2639361	2043	64140	SH		Sole		64140		
Satyam Computer Services - ADR		2756743	762	29300	SH		Sole		29300		
Teva Pharmaceuticals Inds - AD		2883878	2474	79450	SH		Sole		79450		
McGuigan Simeon Wines LTD	COM	6130677	924	306900.00	SH		Sole		306900.00		
Westpac Banking Corp	COM	6076146	1771	116474.00	SH		Sole		116474.00		
Patheon Inc.	COM	2731579	1215	164500.00	SH		Sole		164500.00		

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Royal Bank of Canada	COM	2754383	1487	24000.00	SH		Sole		24000.00		
Kaba Holding AG	COM	7050417	1164	4260.00	SH		Sole		4260.00		
Nobel Biocare Holding AG	COM	7385722	1528	7530.00	SH		Sole		7530.00		
Synthes Inc.	COM	B014635	1785	16250.00	SH		Sole		16250.00		
Danske Bank AS	COM	4588825	1946	64650.00	SH		Sole		64650.00		
ABN Amro Holding NV	COM	5250769	1289	52338.00	SH		Sole		52338.00		
Amplifon	COM	7146297	2246	35360.00	SH		Sole		35360.00		
Axa	COM	7088429	1356	54200.00	SH		Sole		54200.00		
DSM NV	COM	5773987	1528	22300.00	SH		Sole		22300.00		
Dexia	COM	7147610	1781	80770.00	SH		Sole		80770.00		
Euronext	COM	7153770	1821	53730.00	SH		Sole		53730.00		
Hermes Intl.	COM	5253973	1593	7895.00	SH		Sole		7895.00		
Jetix Europe	COM	5816127	190	11700.00	SH		Sole		11700.00		
L'Oreal SA	COM	4057808	812	11300.00	SH		Sole		11300.00		
Paddy Power PLC	COM	4828974	1179	69000.00	SH		Sole		69000.00		
Philips Electronics NV	COM	5986622	996	39376.00	SH		Sole		39376.00		
Rhoen-Klinikum	COM	4717629	1945	28060.00	SH		Sole		28060.00		
Schering AG	COM	4845757	1813	29360.00	SH		Sole		29360.00		
Telefonica S.A.	COM	5732524	1267	77263.68	SH		Sole		77263.68		
Tod's Spa	COM	4643735	1301	27250.00	SH		Sole		27250.00		
Unicredito Italiano	COM	4232445	1856	351100.00	SH		Sole		351100.00		
British Sky Broadcasting PLC	COM	0141192	1589	168100.00	SH		Sole		168100.00		
Man Group	COM	0294405	1877	72375.00	SH		Sole		72375.00		
Royal Bank of Scotland Group	COM	0754783	1433	47413.00	SH		Sole		47413.00		
SABMiller PLC	COM	0483548	1603	102600.00	SH		Sole		102600.00		
Shire Pharmaceuticals Group	COM	0799803	1794	163550.00	SH		Sole		163550.00		
United Business Media PLC	COM	B0B2LQ7	1070	120431.23	SH		Sole		120431.23		
Esprit Holdings Limited	COM	6321642	3100	428400.00	SH		Sole		428400.00		
Global Bio-Chem Technology	COM	6336527	1202	936000.00	SH		Sole		936000.00		
Travelsky Technology LTD	COM	6321954	1271	1497300.00	SH		Sole		1497300.00		
Daito Trust Construction Co. L	COM	6250508	1974	52700.00	SH		Sole		52700.00		
ORIGIN TOSHU Co. Ltd.	COM	6097006	727	41000.00	SH		Sole		41000.00		
SkyPerfect Communications	COM	6290571	632	838.00	SH		Sole		838.00		
Fomento Economico Mexicano S.A	COM	2242059	1139	191500.00	SH		Sole		191500.00		
Walmart De Mexico - Ser V	COM	2135212	1869	461200.00	SH		Sole		461200.00		

BROWN CAPITAL MANAGEMENT, INC.
FORM 13F
June 30, 2005

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Discretn	Other Managers	Voting Authority		
									Sole	Shared	None
Tandberg ASA	COM	7283440	1708	159500.00	SH		Sole		159500.00		
Clas Ohlson AB	COM	b033yf8	1400	78100.00	SH		Sole		78100.00		
Nordea Bank AB	COM	5380031	1601	176100.00	SH		Sole		176100.00		
Swedish Match AB	COM	5048566	1587	139600.00	SH		Sole		139600.00		
Singapore Airlines	COM	6811734	1031	155300.00	SH		Sole		155300.00		
BCM International Fund		66976m813	4997	432602.417	SH		Sole		301661.741		130940.676
BCM Small Company Fund		66976M409	2652	90416.625	SH		Sole		5460.942		84955.683
REPORT SUMMARY	217 DATA RECORDS		2713532			0	OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED				

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