

BROWN CAPITAL MANAGEMENT, INC.
FORM 13F
30-Sep-05

Voting Authority										
Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Discretn	Other Managers	Sole	Shared None
AFLAC, Inc.	COM	001055102	1052	23228	SH		Sole			23228
ANSYS Inc.	COM	03662q105	38174	991800	SH		Sole		451600	540200
Accelrys Inc.	COM	00430u103	14968	2214243	SH		Sole		848177	1366066
Acco Brands Corp.	COM	00081T108	271	9610.58	SH		Sole		9399.58	211
Acxiom Corporation	COM	005125109	22219	1186900	SH		Sole		381700	805200
Adobe Systems Inc.	COM	00724f101	16491	552465	SH		Sole		321255	231210
Advance Auto Parts	COM	00751y106	11389	294451	SH		Sole		146945.5	147505.5
Advanced Neuromodulation Sy	COM	00757t101	32992	695150	SH		Sole		332650	362500
Affymetrix Inc.	COM	00826t108	43204	934550	SH		Sole		411000	523550
Affymetrix Inc.	COM	00826t108	4879	105540	SH		Sole		103700	1840
Airgas Inc.	COM	009363102	250	8435	SH		Sole			8435
Albany Molecular Research	COM	012423109	18091	1485288	SH		Sole		797404	687884
Altera Corporation	COM	021441100	6331	331305	SH		Sole		325875	5430
American Express	COM	025816109	19756	343940	SH		Sole		100660	243280
American Int'l. Group	COM	026874107	13417	216535	SH		Sole		67335	149200
American Software A	COM	029683109	7083	1264800	SH		Sole		838700	426100
Amgen, Inc.	COM	031162100	20124	252595	SH		Sole		75980	176615
Analog Devices	COM	032654105	5423	146025	SH		Sole		143650	2375
Apollo Group INC-CL A	COM	037604105	7547	113680	SH		Sole		32550	81130
Apple Computer	COM	037833100	15827	295230	SH		Sole		84390	210840
Applied Materials Inc.	COM	038222105	9556	563420	SH		Sole		161350	402070
Avid Technology, Inc.	COM	05367p100	1639	39600	SH		Sole		39000	600
Axis Capital Holdings Ltd	COM	2677606	837	29350	SH		Sole		29350	
BJ Services Co.	COM	055482103	9123	253500	SH		Sole		248900	4600
BP PLC Sponsored	COM	055622104	917	12945	SH		Sole			12945
Baker Hughes, Inc.	COM	057224107	22117	370600	SH		Sole		175580	195020

Best Buy Co.Inc.	COM	086516101	15328	352132 SH	Sole	122865	229267
Biomet	COM	090613100	4670	134540 SH	Sole	130275	4265
Broadcom Corporation	COM	111320107	11832	252235 SH	Sole	128020	124215
Bruker Biosciences Inc.	COM	116794108	7973	1820248 SH	Sole	600878	1219370
Caremark RX Inc.	COM	141705103	20291	406380 SH	Sole	248980	157400
Carnival Corp.	COM	143658300	5287	105780 SH	Sole	33230	72550
Catalina Marketing	COM	148867104	14425	634325 SH	Sole	309925	324400
Cephalon Inc.	COM	156708109	1650	35550 SH	Sole	35150	400
Cerner Corporation	COM	156782104	27796	319753 SH	Sole	197553	122200
Check Point Software Tech	COM	m22465104	666	27400 SH	Sole	27400	
Checkfree Corp.	COM	162813109	13302	351725 SH	Sole	209675	142050
Cheesecake Factory (The)	COM	163072101	24447	782544 SH	Sole	308449	474095
Cheesecake Factory (The)	COM	163072101	4450	142452 SH	Sole	117981	24471
Chico's Fas Inc.	COM	168615102	3792	103050 SH	Sole	101300	1750
Cisco Systems	COM	17275r102	16885	941709 SH	Sole	268800	672909
Coach Inc.	COM	189754104	16962	540895 SH	Sole	264425	276470
Cognex Corp.	COM	192422103	43403	1443402 SH	Sole	640502	802900
Computer Associates Int'l.	COM	204912109	8092	290990 SH	Sole	84505	206485
Concur Technologies Inc.	COM	206708109	42439	3430781 SH	Sole	1375821	2054960
Copart Inc.	COM	217204106	5196	217680 SH	Sole	213415	4265
Covance Inc.	COM	222816100	8471	176525 SH	Sole	172330	4195
DTS Inc	COM	23335C101	32776	1946295 SH	Sole	760275	1186020
Danaher Corp.	COM	235851102	28769	534445 SH	Sole	264005	270440
Darden Restaurants Inc.	COM	237194105	12984	427525 SH	Sole	242055	185470
DataStream Systems, Inc.	COM	238124101	17601	2228000 SH	Sole	1247150	980850
Dell Inc.	COM	24702r101	16759	490030 SH	Sole	147235	342795
Dendrite Intl Inc.	COM	248239105	40941	2037875 SH	Sole	909665	1128210
Diagnostic Products	COM	252450101	38659	733151 SH	Sole	386951	346200
Diamond Offshore Drilling, Inc	COM	25271c102	18092	295385 SH	Sole	195525	99860
Dick's Sporting Goods Inc.	COM	253393102	8342	277060 SH	Sole	197105	79955
Dionex Corp.	COM	254546104	33311	614030 SH	Sole	322400	291630
Dolby Laboratories Inc.-CI A	COM	25659t107	29328	1833000 SH	Sole	817500	1015500
EMC Corporation	COM	268648102	18061	1395751 SH	Sole	392125	1003626
EOG Resources Inc.	COM	26875p101	1063	14190 SH	Sole	13640	550
Electronic Arts	COM	285512109	16763	294665 SH	Sole	127650	167015
Eli Lilly & Co.	COM	532457108	13187	246390 SH	Sole	63050	183340

Endurance Specialty Holdings	COM	g30397106	745	21845 SH	Sole	21845	
Express Scripts Inc. Cl-A	COM	302182100	12832	206305 SH	Sole	102480	103825
Exxon Mobil Corp	COM	30231g102	729	11473 SH	Sole	533	10940
FEI Company	COM	30241l109	35425	1840275 SH	Sole	740575	1099700
Fair Isaac Corp.	COM	303250104	42149	940824 SH	Sole	471362	469462
Fastenal Co.	COM	311900104	11199	183319 SH	Sole	84940	98379
Flir Systems Inc.	COM	302445101	39062	1320560 SH	Sole	574236	746324
Fortune Brands, Inc.	COM	349631101	18085	222360 SH	Sole	119660	102700
Gene Logic Inc.	COM	368689105	2672	546400 SH	Sole	507800	38600
General Electric	COM	369604103	30305	900058 SH	Sole	246895	653163
General Growth Properties Inc.	COM	370021107	1216	27060 SH	Sole		27060
Genzyme Corp.	COM	372917104	23319	325500 SH	Sole	157140	168360
Goldman Sachs Group	COM	38141g104	444	3650 SH	Sole	25	3625
Google Inc.	COM	38259p508	13913	43965 SH	Sole	12600	31365
Green Mountain Coffee Roaste	COM	393122106	25390	730009 SH	Sole	315059	414950
Guidant Corp.	COM	401698105	272	3950 SH	Sole	3950	
Guitar Center Inc.	COM	402040109	4982	90235 SH	Sole	88550	1685
Harley-Davidson, Inc.	COM	412822108	15085	311420 SH	Sole	185245	126175
Home Depot, Inc.	COM	437076102	5985	156925 SH	Sole	46810	110115
Human Genome Sciences, Inc.	COM	444903108	20356	1497875 SH	Sole	574125	923750
Illinois Tool Works	COM	452308109	249	3025 SH	Sole	1625	1400
Incyte Corp.	COM	45337C102	9780	2080890 SH	Sole	654690	1426200
InfoUSA Inc.	COM	456818301	2598	244600 SH	Sole	160300	84300
Intel Corp.	COM	458140100	488	19790 SH	Sole	12500	7290
International Business Machine	COM	459200101	914	11392 SH	Sole		11392
Investors Financial Services C	COM	461915100	14190	431310 SH	Sole	230745	200565
Jabil Circuit Inc.	COM	466313103	20729	670395 SH	Sole	365855	304540
Johnson & Johnson	COM	478160104	28612	452145 SH	Sole	130625	321520
Joy Global Inc.	COM	481165108	4076	80770 SH	Sole	73800	6970
Juniper Networks Inc	COM	48203r104	19991	840300 SH	Sole	505955	334345
Kendle International Inc.	COM	48880l107	18226	647700 SH	Sole	493500	154200
Kohl's Corp.	COM	500255104	7083	141145 SH	Sole	40290	100855
Lam Research Corp.	COM	512807108	5507	180740 SH	Sole	176975	3765
Laureate Education Inc	COM	518613104	4211	86000 SH	Sole	84500	1500
Legg Mason Inc.	COM	524901105	16647	151762 SH	Sole	89635	62127
Linear Technology Corp	COM	535678106	3601	95800 SH	Sole	94300	1500

Lowe's Companies	COM	548661107	13603	211220 SH	Sole	56025	155195
MBNA Corp.	COM	55262L100	698	28327 SH	Sole		28327
MSC Industrial Direct Co - A	COM	553530106	3252	98050 SH	Sole	96350	1700
Macrovision Corp.	COM	555904101	41601	2178058 SH	Sole	962384	1215674
Manhattan Associates, Inc.	COM	562750109	37448	1614135 SH	Sole	682435	931700
Marriott International, Inc.	COM	571903202	8428	133775 SH	Sole	78520	55255
Maxim Integrated Products	COM	57772k101	11547	270740 SH	Sole	134225	136515
Medicis Pharmaceutical Cl A	COM	584690309	26117	802130 SH	Sole	352230	449900
Medtronic	COM	585055106	313	5845 SH	Sole	3400	2445
Mercury Interactive Corp	COM	589405109	12503	315731 SH	Sole	157660	158071
Microsoft Corporation	COM	594918104	33139	1287938 SH	Sole	370570	917368
Molecular Devices Corp.	COM	60851c107	24873	1190670 SH	Sole	453420	737250
Nam Tai Electronics Inc.	COM	629865205	1667	65560 SH	Sole	65560	
Nautilus Group Inc.	COM	63910b102	4652	210800 SH	Sole	207300	3500
Netscout Systems Inc.	COM	64115t104	16798	3093612 SH	Sole	1408726	1684886
Network Appliance, Inc.	COM	64120l104	7982	336245 SH	Sole	234530	101715
Nextel Partners Inc. Cl A	COM	65333f107	8999	358540 SH	Sole	352800	5740
Noble Corp.	COM	G65422100	8614	125820 SH	Sole	119715	6105
Nordstrom, Inc.	COM	655664100	19788	576580 SH	Sole	328030	248550
Norfolk Southern Corporation	COM	655844108	6384	157390 SH	Sole	77630	79760
Novellus Systems Inc.	COM	670008101	4717	188098 SH	Sole	185208	2890
Oracle Systems	COM	68389X105	11209	904700 SH	Sole	273995	630705
PDI Inc.	COM	69329v100	7670	500975 SH	Sole	203675	297300
Panera Bread Co. Cl A	COM	69840w108	24785	484270 SH	Sole	312570	171700
Panera Bread Co. Cl A	COM	69840w108	3562	69595 SH	Sole	68525	1070
Paychex, Inc	COM	704326107	17577	474041 SH	Sole	295326	178715
Pepsico	COM	713448108	17730	312650 SH	Sole	87265	225385
Pfizer Inc.	COM	717081103	13230	529850 SH	Sole	167055	362795
Pharmacopeia Drug Discovery	COM	7171ep101	3394	947988 SH	Sole	451762	496226
Procter & Gamble	COM	742718109	41231	693420 SH	Sole	202390	491030
RSA Security Inc.	COM	749719100	3513	276400 SH	Sole	272200	4200
Radisys Corp.	COM	750459109	36387	1875625 SH	Sole	769000	1106625
Resmed Inc.	COM	761152107	8278	103935 SH	Sole	63865	40070
Respironics Inc.	COM	761230101	4467	105900 SH	Sole	104200	1700
Ross Stores Inc.	COM	778296103	384	16200 SH	Sole	16200	
Royal Bank of Canada	COM	780087102	478	6550 SH	Sole	6550	

Royal Dutch Shell PLC-ADR A	COM	780259206	289	4400 SH	Sole		4400
SBC Communications	COM	78387G103	288	12014 SH	Sole		12014
SPSS Inc.	COM	78462K102	31533	1313875 SH	Sole	502125	811750
ScanSoft Inc.	COM	80603p107	10808	2027791 SH	Sole	1021544	1006247
Schlumberger, Ltd.	COM	806857108	6587	78060 SH	Sole	27900	50160
Serologicals Corporation	COM	817523103	44894	1990000 SH	Sole	868800	1121200
Specialty Laboratories	COM	84749r100	29802	2252583 SH	Sole	662435	1590148
St. Jude Medical	COM	790849103	22691	484850 SH	Sole	293060	191790
Staples Inc.	COM	855030102	15430	723756 SH	Sole	388849	334907
Strayer Education, Inc.	COM	863236105	2103	22250 SH	Sole	21850	400
Stryker Corp.	COM	863667101	11923	241205 SH	Sole	71785	169420
SunOpta Inc.	COM	8676ep108	966	198700 SH	Sole	198700	
Symyx Technologies Inc.	COM	87155s108	45188	1730005 SH	Sole	742616	987389
Synopsys Inc.	COM	871607107	2960	156595 SH	Sole	154525	2070
T. Rowe Price Group	COM	74144t108	9246	141600 SH	Sole	137600	4000
T. Rowe Price Group	COM	74144t108	20000	306280 SH	Sole	171450	134830
Target Corp.	COM	87612e106	8633	166250 SH	Sole	43385	122865
Techne Corp.	COM	878377100	45195	793175 SH	Sole	405925	387250
Texas Instruments	COM	882508104	15620	460770 SH	Sole	136485	324285
Tollgrade Communications, Inc	COM	889542106	11594	1370500 SH	Sole	523100	847400
Tractor Supply Company	COM	892356106	4684	102600 SH	Sole	100900	1700
Transaction Systems Archit-A	COM	893416107	35190	1263550 SH	Sole	578550	685000
Transocean Inc.	COM	G90078109	9552	155798 SH	Sole	44895	110903
Tripos Inc.	COM	896928108	4161	990700 SH	Sole	544000	446700
Tyler Technologies, Inc.	COM	902252105	6265	756600 SH	Sole	348600	408000
United Parcel Service, Inc. Cl	COM	911312106	248	3585 SH	Sole	50	3535
UnitedHealth Group Incorpora	COM	91324p102	17631	313725 SH	Sole	87930	225795
Ventana Medical Systems	COM	92276h106	7427	195100 SH	Sole	52900	142200
Wal-Mart Stores	COM	931142103	504	11495 SH	Sole		11495
Walgreen Co.	COM	931422109	14310	329350 SH	Sole	94020	235330
Waters Corporation	COM	941848103	4133	99350 SH	Sole	97675	1675
Wellpoint Health Networks Inc	COM	94973v107	13220	174365 SH	Sole	51385	122980
Whole Foods Market Inc.	COM	966837106	11815	87875 SH	Sole	43795	44080
Willis Group Holdings LTD	COM	G96655108	8138	216720 SH	Sole	214150	2570
XTO Energy Inc.	COM	98385x106	16971	374467 SH	Sole	272280	102187
Zebra Tech CLA	COM	989207105	13909	355830 SH	Sole	184810	171020

eBay Inc.	COM	278642103	11757	285365 SH	Sole	78985	206380
Fomento Economico Mex-ADR		2246039	378	5400 SH	Sole	5400	
Grupo Aeroportuario del Surest		2639361	1330	33340 SH	Sole	33340	
Satyam Computer Services - ADR		2756743	864	28600 SH	Sole	28600	
Teva Pharmaceuticals Inds - AD		2883878	2588	77450 SH	Sole	77450	
McGuigan Simeon Wines LTD	COM	6130677	938	299600 SH	Sole	299600	
Westpac Banking Corp	COM	6076146	1832	113674 SH	Sole	113674	
Patheon Inc.	COM	2731579	663	105100 SH	Sole	105100	
Royal Bank of Canada	COM	2754383	1751	24000 SH	Sole	24000	
Kaba Holding AG	COM	7050417	1104	4210 SH	Sole	4210	
Nobel Biocare Holding AG	COM	7385722	1758	7430 SH	Sole	7430	
Synthes Inc.	COM	B014635	1861	15850 SH	Sole	15850	
Danske Bank AS	COM	4588825	1932	62950 SH	Sole	62950	
ABN Amro Holding NV	COM	5250769	1219	50738 SH	Sole	50738	
Amplifon	COM	7146297	2399	34460 SH	Sole	34460	
Axa	COM	7088429	1457	52900 SH	Sole	52900	
Dexia	COM	7147610	1783	78970 SH	Sole	78970	
Euronext	COM	7153770	2315	52430 SH	Sole	52430	
Hermes Intl.	COM	5253973	1847	7795 SH	Sole	7795	
Koninklijke DSM NV	COM	b0hzi93	1714	43500 SH	Sole	43500	
L'Oreal SA	COM	4057808	1438	18500 SH	Sole	18500	
Paddy Power PLC	COM	4828974	1190	67400 SH	Sole	67400	
Philips Electronics NV	COM	5986622	1026	38476 SH	Sole	38476	
Rhoen-Klinikum	COM	4717629	2077	54520 SH	Sole	54520	
Schering AG	COM	4845757	1822	28660 SH	Sole	28660	
Telefonica S.A.	COM	5732524	1224	74563 SH	Sole	74563	
Tod's Spa	COM	4643735	1607	26550 SH	Sole	26550	
Unicredito Italiano	COM	4232445	1938	342800 SH	Sole	342800	
VNU N.V.	COM	4970950	1085	34400 SH	Sole	34400	
British Sky Broadcasting PLC	COM	0141192	1627	164100 SH	Sole	164100	
Man Group	COM	0294405	2071	70675 SH	Sole	70675	
Royal Bank of Scotland Group	COM	0754783	1315	46213 SH	Sole	46213	
SABMiller PLC	COM	0483548	1946	100100 SH	Sole	100100	
Shire Pharmaceuticals Group	COM	0799803	1947	159650 SH	Sole	159650	
United Business Media PLC	COM	B0B2LQ7	1142	116630 SH	Sole	116630	
Esprit Holdings Limited	COM	6321642	3115	416700 SH	Sole	416700	

Global Bio-Chem Technology	COM	6336527	1253	2738600 SH	Sole	2738600	
Travelsky Technology LTD	COM	6321954	1318	1460900 SH	Sole	1460900	
Daito Trust Construction Co. L	COM	6250508	2254	51400 SH	Sole	51400	
JAPAN TOBACCO INC.	COM	6474535	900	57 SH	Sole	57	
ORIGIN TOSHU Co. Ltd.	COM	6097006	635	40100 SH	Sole	40100	
SkyPerfect Communications	COM	6290571	658	838 SH	Sole	838	
Fomento Economico Mexicano	COM	2242059	1334	191500 SH	Sole	191500	
Walmart De Mexico - Ser V	COM	2135212	2286	450300 SH	Sole	450300	
Tandberg ASA	COM	7283440	2079	155000 SH	Sole	155000	
Clas Ohlson AB	COM	b033yf8	1619	76300 SH	Sole	76300	
Nordea Bank AB	COM	5380031	1651	164700 SH	Sole	164700	
Swedish Match AB	COM	5048566	1631	136300 SH	Sole	136300	
Singapore Airlines	COM	6811734	1042	151800 SH	Sole	151800	
BCM International Fund		66976m813	6147	491788.5 SH	Sole	301661.7	190126.75
BCM Small Company Fund		66976M409	2806	90416.63 SH	Sole	5460.942	84955.683
REPORT SUMMARY		221 DATA RECO	2515347		0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED		

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