

**BROWN CAPITAL MANAGEMENT, INC.**  
**FORM 13F**  
**30-Sep-06**

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
BP PLC Sponsored		055622104	425	6485	SH		Sole				6485
Diageo plc		25243Q205	20349	286440	SH		Sole		82635		203805
Fomento Economico Mexicano, S.		2246039	531	5475	SH		Sole		5475		
Satyam Computer Services Ltd.		2756743	1086	28080	SH		Sole		28080		
Shire PLC - ADR		82481r106	6050	122500	SH		Sole		45200		77300
Teva Pharmaceuticals Industrie		2883878	2081	61030	SH		Sole		61030		
Westpac Banking Corporation	COM	6076146	1934	114114	SH		Sole		114114		
Patheon Inc.	COM	2731579	480	105410	SH		Sole		105410		
Royal Bank of Canada	COM	2754383	2130	48000	SH		Sole		48000		
Kaba Holding AG	COM	7050417	1611	5540	SH		Sole		5540		
Nobel Biocare Holding AG	COM	7385722	1828	7450	SH		Sole		7450		
Synthes, Inc.	COM	B014635	1774	16000	SH		Sole		16000		
Coloplast A/S	COM	b04tzx0	2728	33990	SH		Sole		33990		
Danske Bank A/S	COM	4588825	2115	53840	SH		Sole		53840		
ABN AMRO Holding NV	COM	5250769	1086	37283	SH		Sole		37283		
Amplifon S.p.A	COM	b14nj71	2731	346650	SH		Sole		346650		
Axa	COM	7088429	1955	53060	SH		Sole		53060		
C&C Group plc	COM	b011y09	2701	199110	SH		Sole		199110		
Deutsche Telekom AG	COM	5842359	1041	65600	SH		Sole		65600		
Dexia	COM	7147610	2029	78390	SH		Sole		78390		
Hermes Intl.	COM	5253973	1637	17730	SH		Sole		17730		
IAWS Group plc	COM	4511155	1599	86215	SH		Sole		86215		
Koninklijke DSM NV	COM	b0hzi93	1526	34825	SH		Sole		34825		
L'Oreal SA	COM	4057808	774	7630	SH		Sole		7630		
Paddy Power plc	COM	4828974	1269	67700	SH		Sole		67700		
Philips Electronics NV	COM	5986622	2804	79991	SH		Sole		79991		
RHJ International	COM	b06s4f0	1359	72760	SH		Sole		72760		
Rhoen-Klinikum AG	COM	4717629	2454	54675	SH		Sole		54675		
Tod's S.p.A.	COM	4643735	1002	12690	SH		Sole		12690		
Unicredito Italiano S.p.A.	COM	4232445	2835	341985	SH		Sole		341985		

British Sky Broadcasting Group	COM	0141192	1680	164675 SH	Sole	164675	
Diageo plc	COM	0237400	3558	201895 SH	Sole	201895	
Man Group plc	COM	b16brd5	3559	425280 SH	Sole	425280	
Royal Bank of Scotland Group	COM	0754783	2018	58748 SH	Sole	58748	
SABMiller plc	COM	0483548	1993	106890 SH	Sole	106890	
Shire plc	COM	b0kqx86	2657	160200 SH	Sole	160200	
SurfControl plc	COM	0290179	1443	165100 SH	Sole	165100	
United Business Media plc	COM	B0B2LQ7	1447	116945 SH	Sole	116945	
Esprit Holdings Ltd.	COM	6321642	3810	417800 SH	Sole	417800	
Global Bio-Chem Technology	COM	6336527	1712	6121200 SH	Sole	6121200	
Travelsky Technology Ltd.	COM	6321954	1815	1440400 SH	Sole	1440400	
Asatsu-DK Inc.	COM	6056052	1882	61900 SH	Sole	61900	
Daito Trust Construction Co. L	COM	6250508	2063	38000 SH	Sole	38000	
Hakuhodo DY Holdings Inc.	COM	b05lz02	1440	22050 SH	Sole	22050	
Japan Tobacco Inc.	COM	6474535	3460	890 SH	Sole	890	
Nissin Food Products Co., Ltd.	COM	6641760	1022	32100 SH	Sole	32100	
Sky Perfect Communications In	COM	6290571	895	1598 SH	Sole	1598	
Uni-Charm Corporation	COM	6911485	1795	32300 SH	Sole	32300	
Fomento Economico Mexicano	COM	2242059	1859	191500 SH	Sole	191500	
Walmart De Mexico SA de CV	COM	b02yz04	2010	590950 SH	Sole	590950	
Tandberg ASA	COM	7283440	748	69955 SH	Sole	69955	
Clas Ohlson AB	COM	b033yf8	1566	76630 SH	Sole	76630	
Nordea Bank AB	COM	5380031	1083	82685 SH	Sole	82685	
Swedish Match AB	COM	5048566	989	60810 SH	Sole	60810	
AFLAC, Inc.	COM	001055102	706	15431 SH	Sole		15431
ANSYS Inc.	COM	03662q105	38185	864300 SH	Sole	392900	471400
Accelrys Inc.	COM	00430u103	12517	1989943 SH	Sole	1013629	976314
Accenture Ltd.	COM	g1150g111	13521	426395 SH	Sole	133765	292630
Acxiom Corporation	COM	005125109	20833	844800 SH	Sole	293050	551750
Adobe Systems Inc.	COM	00724f101	17077	455985 SH	Sole	172180	283805
Affymetrix Inc.	COM	00826t108	29062	1347950 SH	Sole	590250	757700
Affymetrix Inc.	COM	00826t108	3251	150805 SH	Sole	90115	60690
Albany Molecular Research	COM	012423109	14201	1517188 SH	Sole	465276	1051912
Allscripts Healthcare Solution	COM	01988p108	9854	438920 SH	Sole	260320	178600
Altera Corporation	COM	021441100	184	10000 SH	Sole	10000	
American Express	COM	025816109	12031	214526 SH	Sole	67765	146761
American Int'l. Group	COM	026874107	30543	460955 SH	Sole	146075	314880
American Software A	COM	029683109	8802	1285000 SH	Sole	212000	1073000
Ameriprise Financial Inc.	COM	03076c106	18998	405078 SH	Sole	182764	222314
Amgen, Inc.	COM	031162100	29851	417325 SH	Sole	118035	299290

Apple Computer	COM	037833100	16964	220225 SH	Sole	61665	158560
Arch Coal, Inc	COM	039380100	9154	316645 SH	Sole	132240	184405
Avid Technology, Inc.	COM	05367p100	4957	136100 SH	Sole	79700	56400
Axis Capital Holdings Ltd.	COM	2677606	1250	36035 SH	Sole	36035	
BJ Services Co.	COM	055482103	4382	145450 SH	Sole	87650	57800
Baker Hughes, Inc.	COM	057224107	415	6085 SH	Sole		6085
Bank of America Corp.	COM	060505104	24617	459522 SH	Sole	147473	312049
Bausch & Lomb Incorporated	COM	071707103	7199	143600 SH	Sole	85300	58300
Best Buy Co.Inc.	COM	086516101	19541	364847 SH	Sole	103355	261492
Biomet	COM	090613100	10738	333590 SH	Sole	197045	136545
Blackbaud, Inc.	COM	09227q100	37268	1694750 SH	Sole	736340	958410
Boeing Company	COM	097023105	15748	199725 SH	Sole	62215	137510
Broadcom Corporation	COM	111320107	16603	547219 SH	Sole	203569	343650
Bruker Biosciences Inc.	COM	116794108	11989	1710248 SH	Sole	995998	714250
Caremark RX Inc.	COM	141705103	11972	211250 SH	Sole	62975	148275
Carnival Corp.	COM	143658300	351	7460 SH	Sole	2640	4820
Catalina Marketing	COM	148867104	11850	430925 SH	Sole	119425	311500
Cerner Corporation	COM	156782104	26114	575206 SH	Sole	82800	492406
Check Point Software Technolc	COM	m22465104	1539	80800 SH	Sole	80800	
Checkfree Corp.	COM	162813109	19299	467060 SH	Sole	197335	269725
<b>Cheesecake Factory (The)</b>	<b>COM</b>	<b>163072101</b>	<b>21188</b>	<b>779244 SH</b>	<b>Sole</b>	<b>305849</b>	<b>473395</b>
<b>Cheesecake Factory (The)</b>	<b>COM</b>	<b>163072101</b>	<b>5080</b>	<b>186845 SH</b>	<b>Sole</b>	<b>140567</b>	<b>46278</b>
Cisco Systems	COM	17275r102	20998	912969 SH	Sole	261785	651184
Citrix Systems, Inc.	COM	177376100	12578	347365 SH	Sole	137980	209385
Coach Inc.	COM	189754104	23168	673490 SH	Sole	276890	396600
Cognex Corp.	COM	192422103	39070	1546702 SH	Sole	689000	857702
Concur Technologies Inc.	COM	206708109	47393	3257231 SH	Sole	1501475	1755756
Copart Inc.	COM	217204106	6274	222555 SH	Sole	135955	86600
Corning Inc.	COM	219350105	8280	339190 SH	Sole	101365	237825
Covance Inc.	COM	222816100	27613	415980 SH	Sole	161396	254584
DR Horton Inc.	COM	23331a109	11114	464065 SH	Sole	196820	267245
DTS Inc	COM	23335C101	47154	2226345 SH	Sole	1143310	1083035
Danaher Corp.	COM	235851102	33638	489850 SH	Sole	161090	328760
Dendrite Intl Inc.	COM	248239105	19745	2018875 SH	Sole	981385	1037490
Diamond Offshore Drilling, Inc	COM	25271c102	12917	178480 SH	Sole	84970	93510
Dick's Sporting Goods Inc.	COM	253393102	23940	525925 SH	Sole	230680	295245
Dionex Corp.	COM	254546104	30084	590580 SH	Sole	244150	346430
Dolby Laboratories Inc.-Cl A	COM	25659t107	39870	2008540 SH	Sole	933790	1074750
E*Trade Group	COM	269246104	13014	544055 SH	Sole	271415	272640
EMC Corporation	COM	268648102	16842	1405884 SH	Sole	400780	1005104

EOG Resources Inc.	COM	26875p101	885	13600 SH	Sole		13600
Electronic Arts	COM	285512109	18149	325955 SH	Sole	126775	199180
Endurance Specialty Holdings I	COM	2353014	1189	33710 SH	Sole	33710	
Express Scripts Inc. Cl-A	COM	302182100	19411	257135 SH	Sole	121310	135825
Exxon Mobil Corp	COM	30231g102	471	7023 SH	Sole		7023
FEI Company	COM	302411109	41841	1982025 SH	Sole	1026775	955250
FactSet Research Systems Inc.	COM	303075105	7718	158900 SH	Sole	94200	64700
<b>Fair Isaac Corp.</b>	<b>COM</b>	<b>303250104</b>	<b>31404</b>	<b>858724 SH</b>	<b>Sole</b>	<b>324450</b>	<b>534274</b>
<b>Fair Isaac Corp.</b>	<b>COM</b>	<b>303250104</b>	<b>2361</b>	<b>64550 SH</b>	<b>Sole</b>	<b>34650</b>	<b>29900</b>
Fastenal Co.	COM	311900104	19348	501623 SH	Sole	205401	296222
Flir Systems Inc.	COM	302445101	42079	1549315 SH	Sole	721059	828256
Fluor Corporation	COM	343412102	13758	178930 SH	Sole	79865	99065
Fortune Brands, Inc.	COM	349631101	14813	197214 SH	Sole	105195	92019
Gene Logic Inc.	COM	368689105	842	543350 SH	Sole	91450	451900
General Growth Properties Inc.	COM	370021107	858	18000 SH	Sole		18000
Genzyme Corp.	COM	372917104	12752	189000 SH	Sole	56400	132600
Gilead Sciences Inc.	COM	375558103	11247	163715 SH	Sole	51055	112660
Goldman Sachs Group	COM	38141g104	9556	56490 SH	Sole	16745	39745
Google Inc.	COM	38259p508	15608	38835 SH	Sole	10485	28350
Green Mountain Coffee Roaste	COM	393122106	28145	764809 SH	Sole	405828	358981
Guitar Center Inc.	COM	402040109	4691	105000 SH	Sole	62200	42800
Human Genome Sciences, Inc.	COM	444903108	21993	1905775 SH	Sole	911525	994250
Illinois Tool Works	COM	452308109	242	5390 SH	Sole	3250	2140
Incyte Corp.	COM	45337C102	12441	2941240 SH	Sole	1577690	1363550
International Business Machine	COM	459200101	755	9220 SH	Sole	45	9175
Investors Financial Services C	COM	461915100	19000	441050 SH	Sole	186505	254545
Iron Mountain Inc.	COM	462846106	9807	228400 SH	Sole	135400	93000
J.P. Morgan Chase & Co.	COM	46625h100	11199	238479 SH	Sole	93855	144624
Joy Global Inc.	COM	481165108	15781	419585 SH	Sole	176167	243418
Juniper Networks Inc	COM	48203r104	18626	1077865 SH	Sole	445135	632730
Kendle International Inc.	COM	488801107	28957	904350 SH	Sole	298950	605400
Kensley Nash Corporation	COM	490057106	27843	951250 SH	Sole	442150	509100
Labor Ready Inc.	COM	505401208	5337	335000 SH	Sole	198600	136400
Laureate Education Inc.	COM	518613104	7318	152900 SH	Sole	90950	61950
Legg Mason Inc.	COM	524901105	235	2333 SH	Sole		2333
Lowe's Companies	COM	548661107	247	8790 SH	Sole		8790
MSC Industrial Direct Co - A	COM	553530106	4088	100350 SH	Sole	61350	39000
Macrovision Corp.	COM	555904101	51496	2173758 SH	Sole	994480	1179278
Manhattan Associates, Inc.	COM	562750109	34526	1430235 SH	Sole	667985	762250
Marriott International, Inc.	COM	571903202	10180	263460 SH	Sole	123520	139940

Medicis Pharmaceutical Cl A	COM	584690309	26295	812830 SH	Sole	376330	436500
Medtronic	COM	585055106	12559	270440 SH	Sole	83550	186890
Microsoft Corporation	COM	594918104	389	14233 SH	Sole		14233
Molecular Devices Corp.	COM	60851c107	19566	1058220 SH	Sole	511220	547000
Nam Tai Electronics Inc.	COM	629865205	1208	98255 SH	Sole	98255	
Netscout Systems Inc.	COM	64115t104	20442	3149712 SH	Sole	1528345	1621367
Network Appliance, Inc.	COM	64120l104	9160	247505 SH	Sole	146765	100740
Noble Corp.	COM	G65422100	6277	97805 SH	Sole	60025	37780
Nordstrom, Inc.	COM	655664100	21667	512230 SH	Sole	230195	282035
Nuance Communications, Inc.	COM	67020y100	14587	1785441 SH	Sole	635300	1150141
O'Reilly Automotive Inc.	COM	686091109	5966	179635 SH	Sole	107235	72400
Oracle Systems	COM	68389X105	17531	988205 SH	Sole	289125	699080
PDI Inc.	COM	69329v100	5462	470075 SH	Sole	218175	251900
Panera Bread Co. Cl A	COM	69840w108	27174	466515 SH	Sole	81920	384595
Pepsico	COM	713448108	20387	312400 SH	Sole	93755	218645
Pharmacopeia Drug Discovery	COM	7171ep101	3549	936488 SH	Sole	630987	305501
Procter & Gamble	COM	742718109	23079	372360 SH	Sole	123190	249170
Quality Systems Inc.	COM	747582104	28665	738970 SH	Sole	321800	417170
Radisys Corp.	COM	750459109	34209	1609825 SH	Sole	701125	908700
Resmed Inc.	COM	761152107	18261	453685 SH	Sole	179975	273710
Royal Bank of Canada	COM	780087102	599	13475 SH	Sole	13475	
SPSS Inc.	COM	78462K102	37710	1512645 SH	Sole	675245	837400
Sandisk Corp.	COM	80004c101	17309	323300 SH	Sole	132315	190985
Schlumberger, Ltd.	COM	806857108	8341	134475 SH	Sole	50885	83590
Smith Intl, Inc.	COM	832110100	5271	135850 SH	Sole	80450	55400
St. Jude Medical	COM	790849103	28711	813575 SH	Sole	335675	477900
Staples Inc.	COM	855030102	16984	698071 SH	Sole	281792	416279
Starbucks Corp.	COM	855244109	11770	345660 SH	Sole	107430	238230
Strayer Education, Inc.	COM	863236105	5394	49850 SH	Sole	29550	20300
Stryker Corp.	COM	863667101	10011	201870 SH	Sole	61670	140200
Symyx Technologies Inc.	COM	87155s108	40393	1906235 SH	Sole	849898	1056337
<b>T. Rowe Price Group</b>	<b>COM</b>	<b>74144t108</b>	<b>287</b>	<b>6000 SH</b>	<b>Sole</b>		<b>6000</b>
<b>T. Rowe Price Group</b>	<b>COM</b>	<b>74144t108</b>	<b>30681</b>	<b>641195 SH</b>	<b>Sole</b>	<b>278450</b>	<b>362745</b>
TALX Corporation	COM	874918105	37893	1545375 SH	Sole	663625	881750
Target Corp.	COM	87612e106	9360	169415 SH	Sole	49955	119460
Techne Corp.	COM	878377100	41577	817475 SH	Sole	342675	474800
Tollgrade Communications, Inc	COM	889542106	10855	1212900 SH	Sole	643100	569800
Tractor Supply Company	COM	892356106	6651	137810 SH	Sole	82510	55300
Transaction Systems Archit-A	COM	893416107	38353	1117500 SH	Sole	404350	713150
Transocean Inc.	COM	G90078109	1150	15708 SH	Sole	12179	3529

Tyler Technologies, Inc.	COM	902252105	22004	1701750 SH	Sole	661880	1039870
UnitedHealth Group Incorpora	COM	91324p102	16132	327895 SH	Sole	96815	231080
Ventana Medical Systems	COM	92276h106	7999	195900 SH	Sole	91500	104400
Walgreen Co.	COM	931422109	24895	560815 SH	Sole	160760	400055
Waters Corporation	COM	941848103	4513	99675 SH	Sole	59100	40575
Wellpoint Health Networks Inc	COM	94973v107	17608	228530 SH	Sole	67600	160930
Whole Foods Market Inc.	COM	966837106	35314	594210 SH	Sole	243435	350775
Willis Group Holdings Ltd.	COM	G96655108	8722	229520 SH	Sole	161670	67850
Wrigley Wm Jr Co	COM	982526105	8583	186340 SH	Sole	86535	99805
XTO Energy Inc.	COM	98385x106	9334	221556 SH	Sole	100238	121318
Yahoo! Inc.	COM	984332106	18630	736945 SH	Sole	203780	533165
York Water Co.	COM	987184108	214	11250 SH	Sole		11250
eBay Inc.	COM	278642103	13533	477185 SH	Sole	126655	350530
BCM International Fund		66976m813	6463	434340.3 SH	Sole	268203.8	166136.5
BCM Small Company Fund		66976M409	2742	84569.21 SH	Sole	35001.81	49567.4
REPORT SUMMARY		205 DATA RECORDS	2541570		0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED		