

BROWN CAPITAL MANAGEMENT, INC.
FORM 13F
31-Dec-06

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Discretn	Voting Authority		
								Other Managers	Sole	Shared None
BP PLC Sponsored		055622104	435	6485	SH		Sole			6485
Diageo plc - ADR		25243Q205	22747	286810	SH		Sole		83170	203640
Fomento Economico Mexicano, S.		2246039	611	5275	SH		Sole		5275	
Kookmin Bank - Spon ADR		2811697	1484	18400	SH		Sole		18400	
Satyam Computer Services Ltd.		2756743	575	23960	SH		Sole		23960	
Shire plc - ADR		82481r106	23553	381360	SH		Sole		148565	232795
Teva Pharmaceuticals Industrie		2883878	1878	60430	SH		Sole		60430	
Westpac Banking Corporation	COM	6076146	2159	113014	SH		Sole		113014	
Royal Bank of Canada	COM	2754383	1792	37575	SH		Sole		37575	
Kaba Holding AG	COM	7050417	1644	5440	SH		Sole		5440	
Nobel Biocare Holding AG	COM	7385722	2169	7350	SH		Sole		7350	
Synthes, Inc.	COM	B014635	1881	15800	SH		Sole		15800	
Coloplast A/S	COM	b04tzx0	3045	33690	SH		Sole		33690	
Danske Bank A/S	COM	4588825	2368	53340	SH		Sole		53340	
Amplifon S.p.A	COM	b14nj71	2900	343350	SH		Sole		343350	
Axa	COM	7088429	2126	52560	SH		Sole		52560	
C&C Group plc	COM	b011y09	2403	135510	SH		Sole		135510	
Deutsche Telekom AG	COM	5842359	1191	65000	SH		Sole		65000	
Dexia	COM	7147610	2126	77690	SH		Sole		77690	
IAWS Group plc	COM	4511155	1589	62115	SH		Sole		62115	
Koninklijke DSM NV	COM	b0hzi93	1704	34525	SH		Sole		34525	
L'Oreal SA	COM	4057808	754	7530	SH		Sole		7530	
Paddy Power plc	COM	4828974	1331	67000	SH		Sole		67000	
Philips Electronics NV	COM	5986622	2983	79191	SH		Sole		79191	
RHJ International	COM	b06s4f0	1554	72760	SH		Sole		72760	
Rhoen-Klinikum AG	COM	4717629	2585	54175	SH		Sole		54175	

Sanofi-Aventis	COM	5671735	1771	19200 SH	Sole	19200	
Tele Atlas NV	COM	b0nlbt3	2340	111000 SH	Sole	111000	
Tod's S.p.A.	COM	4643735	1014	12590 SH	Sole	12590	
Unicredito Italiano S.p.A.	COM	4232445	2965	338685 SH	Sole	338685	
British Sky Broadcasting Group	COM	0141192	1666	163075 SH	Sole	163075	
Diageo plc	COM	0237400	3924	199995 SH	Sole	199995	
Man Group plc	COM	b16brd5	4309	421180 SH	Sole	421180	
Reed Elsevier plc	COM	0730835	2009	183100 SH	Sole	183100	
Royal Bank of Scotland Group p	COM	0754783	2268	58148 SH	Sole	58148	
SABMiller plc	COM	0483548	2435	105890 SH	Sole	105890	
Shire plc	COM	b0kqx86	3289	158700 SH	Sole	158700	
SurfControl plc	COM	0290179	2081	204400 SH	Sole	204400	
United Business Media plc	COM	B0B2LQ7	1573	115945 SH	Sole	115945	
Esprit Holdings Ltd.	COM	6321642	4621	413800 SH	Sole	413800	
Global Bio-Chem Technology Gro	COM	6336527	2042	6062700 SH	Sole	6062700	
Travelsky Technology Ltd.	COM	6321954	1852	1214400 SH	Sole	1214400	
Asatsu-DK Inc.	COM	6056052	1964	61900 SH	Sole	61900	
Daito Trust Construction Co. L	COM	6250508	1741	38000 SH	Sole	38000	
Hakuhodo DY Holdings Inc.	COM	b05lz02	1430	22050 SH	Sole	22050	
Japan Tobacco Inc.	COM	6474535	4295	890 SH	Sole	890	
Nissin Food Products Co., Ltd.	COM	6641760	1188	32100 SH	Sole	32100	
Sky Perfect Communications Inc	COM	6290571	1813	2968 SH	Sole	2968	
Uni-Charm Corporation	COM	6911485	1917	32300 SH	Sole	32300	
Fomento Economico Mexicano, S.	COM	2242059	2214	191500 SH	Sole	191500	
Walmart De Mexico SA de CV	COM	b02yz04	1876	427150 SH	Sole	427150	
Nordea Bank AB	COM	5380031	1262	81885 SH	Sole	81885	
Swedish Match AB	COM	5048566	1126	60210 SH	Sole	60210	
AFLAC, Inc.	COM	001055102	710	15431 SH	Sole		15431
ANSYS Inc.	COM	03662q105	33763	776350 SH	Sole	328450	447900
Accelrys Inc.	COM	00430u103	11848	1971320 SH	Sole	995006	976314
Accenture Ltd.	COM	g1150g111	15258	413155 SH	Sole	120375	292780
Acxiom Corporation	COM	005125109	16022	624650 SH	Sole	254200	370450
Affymetrix Inc.	COM	00826t108	30062	1303650 SH	Sole	582550	721100
Affymetrix Inc.	COM	00826t108	5315	230505 SH	Sole	136815	93690
Albany Molecular Research	COM	012423109	15315	1450323 SH	Sole	450911	999412
Allscripts Healthcare Solution	COM	01988p108	8497	314820 SH	Sole	168720	146100

American Express	COM	025816109	12596	207621 SH	Sole	60815	146806
American Int'l. Group	COM	026874107	32594	454840 SH	Sole	139855	314985
American Software A	COM	029683109	8252	1190700 SH	Sole	191900	998800
Ameriprise Financial Inc.	COM	03076c106	28347	520133 SH	Sole	224354	295779
Amgen, Inc.	COM	031162100	27947	409120 SH	Sole	109705	299415
Apple Computer	COM	037833100	12433	146545 SH	Sole	41340	105205
Avid Technology, Inc.	COM	05367p100	5093	136700 SH	Sole	80300	56400
Axis Capital Holdings Ltd.	COM	2677606	1192	35735 SH	Sole	35735	
BJ Services Co.	COM	055482103	4265	145450 SH	Sole	87650	57800
Baker Hughes, Inc.	COM	057224107	444	5945 SH	Sole		5945
Balchem Corporation	COM	057665200	12356	481136 SH	Sole	207335	273801
Bank of America Corp.	COM	060505104	23983	449202 SH	Sole	136638	312564
Bausch & Lomb Incorporated	COM	071707103	7476	143600 SH	Sole	85300	58300
Best Buy Co. Inc.	COM	086516101	17400	353735 SH	Sole	92795	260940
Biomet	COM	090613100	13774	333760 SH	Sole	197045	136715
Blackbaud, Inc.	COM	09227q100	40995	1576724 SH	Sole	664023	912701
Boeing Company	COM	097023105	17320	194955 SH	Sole	57370	137585
Broadcom Corporation	COM	111320107	19223	594949 SH	Sole	226124	368825
Bruker Biosciences Inc.	COM	116794108	12773	1700848 SH	Sole	986598	714250
Cameron International Corp	COM	13342b105	2268	42755 SH	Sole	32500	10255
Carbo Ceramics	COM	140781105	31634	846500 SH	Sole	326000	520500
Caremark RX Inc.	COM	141705103	6264	109685 SH	Sole	31780	77905
Carnival Corp.	COM	143658300	431	8785 SH	Sole	4340	4445
Catalina Marketing	COM	148867104	10099	367225 SH	Sole	86925	280300
Celgene Corporation	COM	151020104	8489	147550 SH	Sole	42300	105250
Cerner Corporation	COM	156782104	18105	397906 SH	Sole	42900	355006
Check Point Software Technolog	COM	m22465104	1749	79800 SH	Sole	79800	
Checkfree Corp.	COM	162813109	18624	463745 SH	Sole	193920	269825
Cheesecake Factory (The)	COM	163072101	18020	732532 SH	Sole	282637	449895
Cheesecake Factory (The)	COM	163072101	7261	295145 SH	Sole	228367	66778
Cisco Systems	COM	17275r102	27908	1021159 SH	Sole	256410	764749
Citrix Systems, Inc.	COM	177376100	25878	956675 SH	Sole	389765	566910
Coach Inc.	COM	189754104	39463	918600 SH	Sole	359400	559200
Cognex Corp.	COM	192422103	34758	1459202 SH	Sole	643700	815502
Concur Technologies Inc.	COM	206708109	47106	2936800 SH	Sole	1266005	1670795
Copart Inc.	COM	217204106	7904	263455 SH	Sole	157255	106200

Corning Inc.	COM	219350105	11679	624220 SH	Sole	185940	438280
Covance Inc.	COM	222816100	27180	461380 SH	Sole	169420	291960
DR Horton Inc.	COM	23331a109	21803	823050 SH	Sole	359870	463180
DTS Inc	COM	23335C101	46489	1921810 SH	Sole	896750	1025060
Danaher Corp.	COM	235851102	26574	366845 SH	Sole	121560	245285
Dendrite Intl Inc.	COM	248239105	20373	1902275 SH	Sole	909385	992890
Diamond Offshore Drilling, Inc	COM	25271c102	9872	123490 SH	Sole	52150	71340
Dick's Sporting Goods Inc.	COM	253393102	21767	444320 SH	Sole	177225	267095
Dionex Corp.	COM	254546104	31240	550880 SH	Sole	218650	332230
Dolby Laboratories Inc.-CI A	COM	25659t107	55515	1789640 SH	Sole	769690	1019950
E*Trade Group	COM	269246104	21563	961770 SH	Sole	408550	553220
EMC Corporation	COM	268648102	18098	1371049 SH	Sole	365930	1005119
EOG Resources Inc.	COM	26875p101	849	13600 SH	Sole		13600
Electronic Arts	COM	285512109	23576	468140 SH	Sole	186830	281310
Endurance Specialty Holdings L	COM	2353014	1222	33410 SH	Sole	33410	
Express Scripts Inc. CI-A	COM	302182100	24515	342385 SH	Sole	141760	200625
Exxon Mobil Corp	COM	30231g102	529	6908 SH	Sole		6908
FEI Company	COM	30241l109	46664	1769575 SH	Sole	865275	904300
FactSet Research Systems Inc.	COM	303075105	10051	177960 SH	Sole	105860	72100
Fair Isaac Corp.	COM	303250104	31562	776427 SH	Sole	261953	514474
Fair Isaac Corp.	COM	303250104	2624	64550 SH	Sole	34650	29900
Fastenal Co.	COM	311900104	432	12050 SH	Sole	5010	7040
Flir Systems Inc.	COM	302445101	44642	1402529 SH	Sole	616573	785956
Fluor Corporation	COM	343412102	20811	254880 SH	Sole	102000	152880
Fortune Brands, Inc.	COM	349631101	16236	190144 SH	Sole	98680	91464
General Electric	COM	369604103	206	5535 SH	Sole		5535
General Growth Properties Inc.	COM	370021107	935	17900 SH	Sole		17900
Genzyme Corp.	COM	372917104	11353	184355 SH	Sole	51755	132600
Gilead Sciences Inc.	COM	375558103	12433	191485 SH	Sole	51810	139675
Goldman Sachs Group	COM	38141g104	10937	54865 SH	Sole	15095	39770
Green Mountain Coffee Roasters	COM	393122106	30958	628849 SH	Sole	290868	337981
Guitar Center Inc.	COM	402040109	4764	104800 SH	Sole	62000	42800
Halliburton Company	COM	406216101	2862	92165 SH	Sole	28140	64025
Human Genome Sciences, Inc.	COM	444903108	22881	1839275 SH	Sole	894625	944650
Illinois Tool Works	COM	452308109	241	5220 SH	Sole	3250	1970
Immunocor, Inc.	COM	452526106	6840	234000 SH	Sole	102200	131800

Incyte Corp.	COM	45337C102	15658	2681090 SH	Sole	1415990	1265100
International Business Machine	COM	459200101	886	9120 SH	Sole	45	9075
Iron Mountain Inc.	COM	462846106	9442	228400 SH	Sole	135400	93000
J.P. Morgan Chase & Co.	COM	46625h100	11263	233179 SH	Sole	89115	144064
Joy Global Inc.	COM	481165108	20020	414150 SH	Sole	170622	243528
Juniper Networks Inc.	COM	48203r104	1219	64350 SH	Sole		64350
Kendle International Inc.	COM	48880l107	25449	809200 SH	Sole	290000	519200
Kensey Nash Corporation	COM	490057106	29143	916450 SH	Sole	436650	479800
Laureate Education Inc.	COM	518613104	7436	152900 SH	Sole	90950	61950
Legg Mason Inc.	COM	524901105	222	2333 SH	Sole		2333
Lowe's Companies	COM	548661107	267	8560 SH	Sole		8560
Macrovision Corp.	COM	555904101	54758	1937656 SH	Sole	817728	1119928
Macrovision Corp.	COM	555904101	1981	70100 SH	Sole	41600	28500
Manhattan Associates, Inc.	COM	562750109	39023	1297300 SH	Sole	568650	728650
Marriott International, Inc.	COM	571903202	18319	383880 SH	Sole	155160	228720
Medicis Pharmaceutical Cl A	COM	584690309	25009	711900 SH	Sole	297400	414500
Medtronic	COM	585055106	17096	319485 SH	Sole	95455	224030
Microsoft Corporation	COM	594918104	420	14063 SH	Sole		14063
Molecular Devices Corp.	COM	60851c107	21049	999000 SH	Sole	503500	495500
Nam Tai Electronics Inc.	COM	629865205	1479	97355 SH	Sole	97355	
Netscout Systems Inc.	COM	64115t104	24564	2959462 SH	Sole	1440845	1518617
Network Appliance, Inc.	COM	64120l104	4015	102205 SH	Sole	60465	41740
Nordstrom, Inc.	COM	655664100	19865	402620 SH	Sole	154520	248100
Nuance Communications, Inc.	COM	67020y100	19555	1706391 SH	Sole	594150	1112241
O'Reilly Automotive Inc.	COM	686091109	8595	268095 SH	Sole	159195	108900
PDI Inc.	COM	69329v100	3171	312400 SH	Sole	73400	239000
PMC - Sierra, Inc.	COM	69344f106	12167	1813205 SH	Sole	713640	1099565
Panera Bread Co. Cl A	COM	69840w108	24486	437945 SH	Sole	78950	358995
Pepsico	COM	713448108	23196	370840 SH	Sole	104260	266580
Pharmacopeia Drug Discovery	COM	7171ep101	3927	921852 SH	Sole	616351	305501
Procter & Gamble	COM	742718109	15439	240225 SH	Sole	80605	159620
Quality Systems Inc.	COM	747582104	26632	714570 SH	Sole	317400	397170
Quest Diagnostics	COM	74834l100	19424	366490 SH	Sole	157715	208775
Radisys Corp.	COM	750459109	23693	1421275 SH	Sole	612375	808900
Resmed Inc.	COM	761152107	21725	441380 SH	Sole	172270	269110
Royal Bank of Canada	COM	780087102	466	9775 SH	Sole	9775	

SPSS Inc.	COM	78462K102	44028	1464195 SH	Sole	666695	797500
Sandisk Corp.	COM	80004c101	16691	387885 SH	Sole	155240	232645
Schlumberger, Ltd.	COM	806857108	8309	131560 SH	Sole	47770	83790
Smith Intl, Inc.	COM	832110100	9916	241450 SH	Sole	143250	98200
St. Jude Medical	COM	790849103	29114	796330 SH	Sole	319040	477290
Staples Inc.	COM	855030102	18238	683061 SH	Sole	266982	416079
Starbucks Corp.	COM	855244109	11966	337830 SH	Sole	99360	238470
Strayer Education, Inc.	COM	863236105	7365	69450 SH	Sole	41150	28300
Stryker Corp.	COM	863667101	15142	274760 SH	Sole	79075	195685
Symantec Corp.	COM	871503108	13342	639925 SH	Sole	179880	460045
Symyx Technologies Inc.	COM	87155s108	39819	1844317 SH	Sole	839380	1004937
T. Rowe Price Group	COM	74144t108	263	6000 SH	Sole		6000
T. Rowe Price Group	COM	74144t108	17782	406270 SH	Sole	157940	248330
TALX Corporation	COM	874918105	41018	1494275 SH	Sole	654725	839550
Target Corp.	COM	87612e106	13381	234545 SH	Sole	62530	172015
Techne Corp.	COM	878377100	43948	792575 SH	Sole	337875	454700
Tollgrade Communications, Inc.	COM	889542106	11577	1095225 SH	Sole	573325	521900
Tractor Supply Company	COM	892356106	9922	221910 SH	Sole	131910	90000
Transaction Systems Archit-A	COM	893416107	34247	1051500 SH	Sole	369250	682250
Transocean Inc.	COM	G90078109	958	11848 SH	Sole	9464	2384
Tyler Technologies, Inc.	COM	902252105	23071	1640920 SH	Sole	650710	990210
Ventana Medical Systems	COM	92276h106	8253	191800 SH	Sole	91500	100300
Walgreen Co.	COM	931422109	33301	725670 SH	Sole	198440	527230
Waters Corporation	COM	941848103	4799	98000 SH	Sole	59100	38900
Wellpoint Health Networks Inc	COM	94973v107	17671	224565 SH	Sole	63635	160930
Western Union Company	COM	959802109	21993	980955 SH	Sole	383150	597805
Whole Foods Market Inc.	COM	966837106	8096	172520 SH	Sole	74995	97525
Willis Group Holdings Ltd.	COM	G96655108	9094	229020 SH	Sole	161170	67850
Wrigley Wm Jr Co	COM	982526105	14587	282035 SH	Sole	115755	166280
XTO Energy Inc.	COM	98385x106	10245	217740 SH	Sole	96232	121508
York Water Co.	COM	987184108	201	11250 SH	Sole		11250
eBay Inc.	COM	278642103	13799	458905 SH	Sole	108945	349960
BCM International Fund		66976m813	7131	439627.3 SH	Sole	271032.3	168595
BCM Small Company Fund		66976M409	3042	93304.35 SH	Sole	38796.25	54508.09
REPORT SUMMARY	204	DATA RECORDS	2645430	0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED			