

BROWN CAPITAL MANAGEMENT, INC.											
FORM 13F											
31-Mar-07											
								Voting Authority			
			Value	Shares/	Sh/	Put/	Invstmt	Other			
Name of Issuer	Title of class	CUSIP	(x\$1000)	Prn Amt	Prn	Call	Dscretn	Managers	Sole	Shared	None
BP PLC Sponsored		055622104	408	6,295	SH		Sole				6,295
Diageo plc - ADR		25243Q205	21,100	260,660	SH		Sole		80,370		180,290
Fomento Economico Mexicano, SA		2246039	693	6,275	SH		Sole		6,275		
Gmarket Inc. - ADR		38012g100	2,234	128,600	SH		Sole		128,600		
Kookmin Bank - Spon ADR		2811697	2,795	31,000	SH		Sole		31,000		
SK Telecom Co., Ltd-ADR		78440p108	1,909	81,500	SH		Sole		81,500		
Shire plc - ADR		82481r106	22,508	363,615	SH		Sole		148,865		214,750
Teva Pharmaceuticals Industrie		2883878	2,655	70,930	SH		Sole		70,930		
Orascom Telecom-GDR		4007739	1,043	15,200	SH		Sole		15,200		
Westpac Banking Corporation	COM	6076146	1,409	66,214	SH		Sole		66,214		
Royal Bank of Canada	COM	2754383	1,629	32,675	SH		Sole		32,675		
Kaba Holding AG	COM	7050417	1,824	6,340	SH		Sole		6,340		
Nobel Biocare Holding AG	COM	7385722	3,139	8,650	SH		Sole		8,650		
Synthes, Inc.	COM	B014635	2,285	18,600	SH		Sole		18,600		
Coloplast A/S	COM	b04tzc0	3,349	39,590	SH		Sole		39,590		
Danske Bank A/S	COM	4588825	2,904	62,640	SH		Sole		62,640		
Amplifon S.p.A	COM	b14nj71	3,719	403,150	SH		Sole		403,150		
Axa	COM	7088429	2,605	61,660	SH		Sole		61,660		
C&C Group plc	COM	b011y09	1,971	130,210	SH		Sole		130,210		
Deutsche Telekom AG	COM	5842359	1,256	76,300	SH		Sole		76,300		
Dexia	COM	7147610	2,709	91,090	SH		Sole		91,090		
IAWS Group plc	COM	4511155	698	30,115	SH		Sole		30,115		
Koninklijke DSM NV	COM	b0hzl93	1,809	40,525	SH		Sole		40,525		
L'Oreal SA	COM	4057808	961	8,830	SH		Sole		8,830		
Philips Electronics NV	COM	5986622	3,539	92,991	SH		Sole		92,991		
RHJ International	COM	b06s4f0	1,704	85,360	SH		Sole		85,360		
Rhoen-Klinikum AG	COM	4717629	3,794	63,575	SH		Sole		63,575		

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Name of Issuer	Title of class	CUSIP	(x\$1000)	Prn Amt	Prn	Call	Discretn	Managers	Sole	Shared	None
Sanofi-Aventis	COM	5671735	2,114	24,400	SH		Sole		24,400		
Tele Atlas NV	COM	b0nlb3	2,920	130,400	SH		Sole		130,400		
Tod's S.p.A.	COM	4643735	1,286	14,790	SH		Sole		14,790		
Unicredito Italiano S.p.A.	COM	4232445	3,770	397,485	SH		Sole		397,485		
Amvescap Plc	COM	0128269	2,340	213,000	SH		Sole		213,000		
British Sky Broadcasting Group	COM	0141192	2,117	191,375	SH		Sole		191,375		
Diageo plc	COM	0237400	4,743	234,895	SH		Sole		234,895		
Lancashire Holdings Ltd.	COM	b0pyhc7	1,605	241,400	SH		Sole		241,400		
Man Group plc	COM	b16brd5	4,707	432,380	SH		Sole		432,380		
Reed Elsevier plc	COM	0730835	2,562	215,000	SH		Sole		215,000		
Royal Bank of Scotland Group p	COM	0754783	2,656	68,248	SH		Sole		68,248		
SABMiller plc	COM	0483548	2,720	124,390	SH		Sole		124,390		
Shire plc	COM	b0kqx86	3,831	186,200	SH		Sole		186,200		
SurfControl plc	COM	0290179	2,240	240,400	SH		Sole		240,400		
United Business Media plc	COM	b1tqy92	1,900	122,163	SH		Sole		122,163		
Esprit Holdings Ltd.	COM	6321642	5,692	485,300	SH		Sole		485,300		
Travelsky Technology Ltd.	COM	6321954	1,927	1,094,100	SH		Sole		1,094,100		
Vitasoy International Holdings	COM	6927590	2,190	5,218,000	SH		Sole		5,218,000		
Asatsu-DK Inc.	COM	6056052	2,754	87,400	SH		Sole		87,400		
Daito Trust Construction Co. L	COM	6250508	2,096	44,600	SH		Sole		44,600		
Japan Tobacco Inc.	COM	6474535	5,149	1,050	SH		Sole		1,050		
Nikko Cordial Corp.	COM	6640284	3,404	238,800	SH		Sole		238,800		
Nissin Food Products Co., Ltd.	COM	6641760	1,379	37,700	SH		Sole		37,700		
Nissin Healthcare Food Service	COM	6404093	489	37,400	SH		Sole		37,400		
Sky Perfect Communications Inc	COM	6290571	2,000	3,468	SH		Sole		3,468		
Uni-Charm Corporation	COM	6911485	2,395	37,900	SH		Sole		37,900		
Fomento Economico Mexicano, SA	COM	2242059	2,482	224,000	SH		Sole		224,000		
Walmart De Mexico SA de CV	COM	b02yz04	2,148	501,650	SH		Sole		501,650		
Nordea Bank AB	COM	5380031	1,530	96,285	SH		Sole		96,285		
Swedish Match AB	COM	5048566	1,012	56,910	SH		Sole		56,910		
AFLAC, Inc.	COM	001055102	693	14,736	SH		Sole				14,736
ANSYS Inc.	COM	03662q105	33,582	661,450	SH		Sole		328,450		333,000
Abaxis Inc.	COM	002567105	17,089	701,250	SH		Sole		331,850		369,400

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Abbott Labs	COM	002824100	17,481	313,285	SH		Sole		85,180		228,105
Accelrys Inc.	COM	00430u103	10,217	1,601,453	SH		Sole		802,896		798,557
Accenture Ltd.	COM	g1150g111	15,937	413,515	SH		Sole		120,375		293,140
Accxiom Corporation	COM	005125109	10,046	469,650	SH		Sole		254,200		215,450
Affymetrix Inc.	COM	00826t108	34,320	1,141,350	SH		Sole		582,550		558,800
Affymetrix Inc.	COM	00826t108	5,794	192,685	SH		Sole		131,215		61,470
Airgas Inc.	COM	009363102	201	4,765	SH		Sole				4,765
Akamai Technologies, Inc.	COM	00971t101	12,941	259,240	SH		Sole		109,700		149,540
Albany Molecular Research	COM	012423109	12,027	1,221,009	SH		Sole		454,156		766,853
Allscripts Healthcare Solution	COM	01988p108	6,277	234,120	SH		Sole		158,520		75,600
American Express	COM	025816109	11,688	207,231	SH		Sole		60,815		146,416
American Int'l. Group	COM	026874107	23,934	356,055	SH		Sole		118,970		237,085
American Software A	COM	029683109	7,439	924,100	SH		Sole		191,900		732,200
Ameriprise Financial Inc.	COM	03076c106	27,514	481,526	SH		Sole		215,754		265,772
Amgen, Inc.	COM	031162100	22,968	411,025	SH		Sole		111,755		299,270
Avid Technology, Inc.	COM	05367p100	3,966	113,700	SH		Sole		76,700		37,000
Axis Capital Holdings Ltd.	COM	2677606	1,420	41,935	SH		Sole		41,935		
BJ Services Co.	COM	055482103	3,330	119,350	SH		Sole		82,350		37,000
Baker Hughes, Inc.	COM	057224107	387	5,855	SH		Sole				5,855
Balchem Corporation	COM	057665200	14,728	833,053	SH		Sole		406,252		426,801
Bank of America Corp.	COM	060505104	1,079	21,139	SH		Sole		4,420		16,719
Bausch & Lomb Incorporated	COM	071707103	6,899	134,850	SH		Sole		87,950		46,900
Biomet	COM	090613100	5,061	119,110	SH		Sole		78,945		40,165
Blackbaud, Inc.	COM	09227q100	33,405	1,367,924	SH		Sole		664,023		703,901
Boeing Company	COM	097023105	21,163	238,030	SH		Sole		68,620		169,410
Broadcom Corporation	COM	111320107	17,945	559,564	SH		Sole		218,624		340,940
Bruker Biosciences Inc.	COM	116794108	16,057	1,526,297	SH		Sole		986,598		539,699
Cameron International Corp	COM	13342b105	4,758	75,780	SH		Sole		50,900		24,880
Carbo Ceramics	COM	140781105	40,059	860,550	SH		Sole		383,100		477,450
Carnival Corp.	COM	143658300	388	8,270	SH		Sole		4,340		3,930
Catalina Marketing	COM	148867104	8,265	261,725	SH		Sole		43,725		218,000
Celgene Corporation	COM	151020104	18,732	357,070	SH		Sole		144,900		212,170
Cerner Corporation	COM	156782104	15,812	290,400	SH		Sole		42,900		247,500

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Check Point Software Technolog	COM	m22465104	1,361	61,100	SH		Sole		61,100		
Checkfree Corp.	COM	162813109	15,870	427,880	SH		Sole		186,620		241,260
Cheesecake Factory (The)	COM	163072101	15,273	573,107	SH		Sole		282,637		290,470
Cheesecake Factory (The)	COM	163072101	6,079	228,097	SH		Sole		215,167		12,930
Cisco Systems	COM	17275r102	26,072	1,021,235	SH		Sole		256,410		764,825
Citrix Systems, Inc.	COM	177376100	28,563	891,770	SH		Sole		378,565		513,205
Coach Inc.	COM	189754104	33,024	659,815	SH		Sole		267,905		391,910
Cognex Corp.	COM	192422103	27,669	1,276,850	SH		Sole		643,700		633,150
Cognizant Technology Solutions	COM	192446102	13,902	157,490	SH		Sole		69,210		88,280
Comcast Corp. CL A	COM	20030N101	14,336	552,445	SH		Sole		136,750		415,695
Concur Technologies Inc.	COM	206708109	41,504	2,377,100	SH		Sole		1,045,505		1,331,595
Copart Inc.	COM	217204106	5,850	208,855	SH		Sole		139,155		69,700
Corning Inc.	COM	219350105	18,189	799,885	SH		Sole		225,030		574,855
Covance Inc.	COM	222816100	17,566	296,025	SH		Sole		115,375		180,650
DR Horton Inc.	COM	23331a109	17,148	779,465	SH		Sole		346,470		432,995
DTS Inc	COM	23335C101	36,946	1,524,810	SH		Sole		734,700		790,110
Danaher Corp.	COM	235851102	20,231	283,155	SH		Sole		102,460		180,695
Dendrite Intl Inc.	COM	248239105	11,490	733,715	SH		Sole		164,725		568,990
Diamond Offshore Drilling, Inc	COM	25271c102	9,301	114,895	SH		Sole		50,350		64,545
Dick's Sporting Goods Inc.	COM	253393102	24,986	428,865	SH		Sole		173,125		255,740
Dionex Corp.	COM	254546104	31,193	457,980	SH		Sole		211,950		246,030
Dolby Laboratories Inc.-CI A	COM	25659t107	45,001	1,303,990	SH		Sole		551,740		752,250
E*Trade Group	COM	269246104	18,976	894,255	SH		Sole		393,350		500,905
EMC Corporation	COM	268648102	18,975	1,370,054	SH		Sole		366,230		1,003,824
Electronic Arts	COM	285512109	23,493	466,495	SH		Sole		196,230		270,265
Endurance Specialty Holdings L	COM	2353014	1,401	39,210	SH		Sole		39,210		
Exxon Mobil Corp	COM	30231g102	457	6,058	SH		Sole				6,058
FEI Company	COM	30241i109	49,843	1,382,225	SH		Sole		679,475		702,750
FactSet Research Systems Inc.	COM	303075105	9,224	146,760	SH		Sole		99,460		47,300
Fair Isaac Corp.	COM	303250104	18,817	486,490	SH		Sole		215,253		271,237
Fastenal Co.	COM	311900104	1,921	54,810	SH		Sole		33,300		21,510
Flir Systems Inc.	COM	302445101	41,178	1,154,429	SH		Sole		547,773		606,656
Fluor Corporation	COM	343412102	21,861	243,655	SH		Sole		105,950		137,705

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Fortune Brands, Inc.	COM	349631101	4,867	61,750	SH		Sole		61,750		
General Electric	COM	369604103	206	5,830	SH		Sole				5,830
General Growth Properties Inc.	COM	370021107	1,145	17,725	SH		Sole				17,725
Genzyme Corp.	COM	372917104	14,583	242,970	SH		Sole		62,955		180,015
Gilead Sciences Inc.	COM	375558103	17,387	227,285	SH		Sole		58,410		168,875
Goldman Sachs Group	COM	38141g104	15,838	76,650	SH		Sole		21,295		55,355
Green Mountain Coffee Roasters	COM	393122106	34,211	542,598	SH		Sole		279,968		262,630
Guitar Center Inc.	COM	402040109	5,505	122,000	SH		Sole		82,700		39,300
Halliburton Company	COM	406216101	2,915	91,845	SH		Sole		27,840		64,005
Hansen Natural Corp.	COM	411310105	1,894	50,000	SH		Sole		34,900		15,100
HealthExtras Inc.	COM	422211102	4,757	165,300	SH		Sole		112,000		53,300
Home Depot, Inc.	COM	437076102	13,900	378,345	SH		Sole		105,690		272,655
Human Genome Sciences, Inc.	COM	444903108	15,517	1,461,125	SH		Sole		761,325		699,800
Immucor, Inc.	COM	452526106	11,545	392,300	SH		Sole		187,600		204,700
Incyte Corp.	COM	45337C102	15,139	2,297,260	SH		Sole		1,285,760		1,011,500
Intel Corp.	COM	458140100	15,608	815,885	SH		Sole		178,920		636,965
International Business Machine	COM	459200101	771	8,179	SH		Sole		45		8,134
Iron Mountain Inc.	COM	462846106	7,376	282,300	SH		Sole		190,800		91,500
J. Crew Group, Inc.	COM	46612h402	6,165	153,480	SH		Sole		63,050		90,430
J.B. Hunt Transport Services,	COM	445658107	13,277	505,970	SH		Sole		211,770		294,200
J.P. Morgan Chase & Co.	COM	46625h100	3,541	73,189	SH		Sole		55,915		17,274
Joy Global Inc.	COM	481165108	16,608	387,140	SH		Sole		164,922		222,218
Kendle International Inc.	COM	488801107	22,346	629,100	SH		Sole		283,300		345,800
Kensley Nash Corporation	COM	490057106	24,623	807,300	SH		Sole		437,000		370,300
Legg Mason Inc.	COM	524901105	220	2,333	SH		Sole				2,333
Lowe's Companies	COM	548661107	233	7,410	SH		Sole				7,410
MSC Industrial Direct Co - A	COM	553530106	1,774	38,000	SH		Sole		26,100		11,900
Macrovision Corp.	COM	555904101	40,967	1,635,411	SH		Sole		806,428		828,983
Macrovision Corp.	COM	555904101	6,398	255,400	SH		Sole		173,100		82,300
Manhattan Associates, Inc.	COM	562750109	29,549	1,077,250	SH		Sole		513,450		563,800
Measurement Specialties, Inc.	COM	583421102	17,504	775,900	SH		Sole		361,500		414,400
Medicis Pharmaceutical CI A	COM	584690309	18,632	604,550	SH		Sole		297,400		307,150
Medtronic	COM	585055106	19,813	403,855	SH		Sole		111,630		292,225

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Microsoft Corporation	COM	594918104	355	12,723	SH		Sole				12,723
Netscout Systems Inc.	COM	64115t104	21,920	2,422,105	SH		Sole		1,197,395		1,224,710
Network Appliance, Inc.	COM	64120l104	3,075	84,205	SH		Sole		56,765		27,440
Nordstrom, Inc.	COM	655664100	21,221	400,850	SH		Sole		173,320		227,530
Nuance Communications, Inc.	COM	67020y100	21,730	1,419,317	SH		Sole		558,950		860,367
O'Reilly Automotive Inc.	COM	686091109	15,953	481,970	SH		Sole		224,530		257,440
Oracle Systems	COM	68389X105	16,909	932,635	SH		Sole		249,935		682,700
PMC - Sierra, Inc.	COM	69344f106	11,891	1,696,245	SH		Sole		689,740		1,006,505
Pall Corp.	COM	696429307	209	5,500	SH		Sole				5,500
Panera Bread Co. CI A	COM	69840w108	20,686	350,250	SH		Sole		77,050		273,200
Pepsico	COM	713448108	21,326	335,520	SH		Sole		92,230		243,290
Pharmacopeia Drug Discovery	COM	7171ep101	4,747	834,233	SH		Sole		619,086		215,147
Quality Systems Inc.	COM	747582104	24,927	623,170	SH		Sole		317,400		305,770
Quest Diagnostics	COM	74834l100	21,737	435,865	SH		Sole		176,700		259,165
Radisys Corp.	COM	750459109	19,480	1,192,150	SH		Sole		603,575		588,575
Royal Bank of Canada	COM	780087102	458	9,175	SH		Sole		9,175		
SPSS Inc.	COM	78462K102	43,083	1,193,445	SH		Sole		578,895		614,550
Sandisk Corp.	COM	80004c101	15,837	361,575	SH		Sole		149,840		211,735
Schlumberger, Ltd.	COM	806857108	14,292	206,835	SH		Sole		61,070		145,765
Smith Intl, Inc.	COM	832110100	10,469	217,875	SH		Sole		151,375		66,500
St. Jude Medical	COM	790849103	9,420	250,470	SH		Sole		168,520		81,950
Staples Inc.	COM	855030102	17,603	681,239	SH		Sole		258,382		422,857
Strayer Education, Inc.	COM	863236105	7,956	63,650	SH		Sole		38,650		25,000
Stryker Corp.	COM	863667101	18,206	274,510	SH		Sole		79,075		195,435
Symantec Corp.	COM	871503108	16,329	943,895	SH		Sole		239,180		704,715
Symyx Technologies Inc.	COM	87155s108	34,174	1,928,529	SH		Sole		903,330		1,025,199
T. Rowe Price Group	COM	74144t108	283	6,000	SH		Sole				6,000
T. Rowe Price Group	COM	74144t108	21,272	450,770	SH		Sole		170,590		280,180
TALX Corporation	COM	874918105	29,385	886,975	SH		Sole		240,025		646,950
Target Corp.	COM	87612e106	18,527	312,640	SH		Sole		83,880		228,760
Techne Corp.	COM	878377100	38,021	665,875	SH		Sole		311,875		354,000
Tollgrade Communications, Inc.	COM	889542106	10,588	842,975	SH		Sole		435,325		407,650
Tractor Supply Company	COM	892356106	19,934	387,065	SH		Sole		193,210		193,855

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Transaction Systems Archit-A	COM	893416107	27,998	864,400	SH		Sole		369,250		495,150
Transocean Inc.	COM	G90078109	1,537	18,808	SH		Sole		14,564		4,244
Tyler Technologies, Inc.	COM	902252105	19,996	1,574,510	SH		Sole		728,510		846,000
UnitedHealth Group Incorporate	COM	91324p102	24,642	465,200	SH		Sole		128,430		336,770
Ventana Medical Systems	COM	92276h106	7,630	182,100	SH		Sole		91,500		90,600
WW Grainger Inc.	COM	384802104	201	2,600	SH		Sole				2,600
Walgreen Co.	COM	931422109	21,474	467,940	SH		Sole		129,010		338,930
Waters Corporation	COM	941848103	4,802	82,800	SH		Sole		57,900		24,900
Wellpoint Health Networks Inc	COM	94973v107	14,388	177,415	SH		Sole		53,515		123,900
Western Union Company	COM	959802109	20,839	949,395	SH		Sole		389,350		560,045
Whole Foods Market Inc.	COM	966837106	12,545	279,720	SH		Sole		105,310		174,410
Willis Group Holdings Ltd.	COM	G96655108	8,307	209,870	SH		Sole		165,770		44,100
Wrigley Wm Jr Co	COM	982526105	4,852	95,265	SH		Sole		63,950		31,315
Wyeth	COM	983024100	8,643	172,760	SH		Sole		49,320		123,440
XTO Energy Inc.	COM	98385x106	13,790	251,594	SH		Sole		103,432		148,162
York Water Co.	COM	987184108	190	11,250	SH		Sole				11,250
REPORT SUMMARY	208	DATA RECORDS	2,474,760		0	OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED					