

**BROWN CAPITAL MANAGEMENT, INC.**  
**FORM 13F**  
**30-Jun-07**

Name of Issuer	Title of cl. CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Discretn	Voting Authority			
							Other Managers	Sole	Shared	None
BP plc-ADR	055622104	447	6195	SH		Sole				6195
Diageo plc-ADR	25243Q205	8641	103720	SH		Sole		25820		77900
Fomento Economico Mexicano, SA	2246039	611	15540	SH		Sole		15540		
Gmarket Inc.-ADR	38012g100	1804	92845	SH		Sole		92845		
Kookmin Bank-ADR	2811697	2711	30900	SH		Sole		30900		
SK Telecom Co., Ltd-ADR	78440p108	2222	81230	SH		Sole		81230		
Shire plc-ADR	82481r106	7476	100845	SH		Sole		65945		34900
Teva Pharmaceuticals Industrie	2883878	2916	70695	SH		Sole		70695		
LIC Housing Finance Limited -	b02sg58	2217	220800	SH		Sole		220800		
Orascom Telecom	4007739	3180	49150	SH		Sole		49150		
Royal Bank of Canada	COM 2754383	1127	21175	SH		Sole		21175		
Kaba Holding AG	COM 7050417	1856	6320	SH		Sole		6320		
Nobel Biocare Holding AG	COM 7385722	2817	8620	SH		Sole		8620		
Synthes, Inc.	COM B014635	2222	18535	SH		Sole		18535		
Coloplast A/S	COM b04tzx0	3205	39460	SH		Sole		39460		
Danske Bank A/S	COM 4588825	1843	44935	SH		Sole		44935		
Amplifon S.p.A	COM b14nj71	3348	401810	SH		Sole		401810		
Axa	COM 7088429	2242	51855	SH		Sole		51855		
C&C Group plc	COM b011y09	1749	129775	SH		Sole		129775		
Deutsche Telekom AG	COM 5842359	1768	95950	SH		Sole		95950		
Dexia	COM 7147610	2198	70105	SH		Sole		70105		
IAWS Group plc	COM 4511155	628	30015	SH		Sole		30015		
Koninklijke DSM NV	COM b0hzi93	1994	40390	SH		Sole		40390		
L'Oreal SA	COM 4057808	730	6160	SH		Sole		6160		
Philips Electronics NV	COM 5986622	3950	92681	SH		Sole		92681		
RHJ International	COM b06s4f0	1678	85080	SH		Sole		85080		

Rhoen-Klinikum AG	COM	4717629	1807	30075 SH	Sole	30075	
Sanofi-Aventis	COM	5671735	3070	37820 SH	Sole	37820	
Tele Atlas NV	COM	b0nltb3	3119	145165 SH	Sole	145165	
Tod's S.p.A.	COM	4643735	1316	14740 SH	Sole	14740	
Unicredito Italiano S.p.A.	COM	4232445	3548	396200 SH	Sole	396200	
British Sky Broadcasting Group	COM	0141192	2449	190750 SH	Sole	190750	
Diageo plc	COM	0237400	4357	209415 SH	Sole	209415	
Invesco plc	COM	0128269	2754	212290 SH	Sole	212290	
Lancashire Holdings Ltd.	COM	b0pyhc7	2319	338500 SH	Sole	338500	
Man Group plc	COM	b16brd5	3710	303645 SH	Sole	303645	
Reed Elsevier plc	COM	0730835	3091	238280 SH	Sole	238280	
Royal Bank of Scotland Group p	COM	0754783	2592	204054 SH	Sole	204054	
SABMiller plc	COM	0483548	3149	123980 SH	Sole	123980	
Shire plc	COM	b0kqx86	3894	156410 SH	Sole	156410	
United Business Media plc	COM	b1tqy92	1943	121791.2 SH	Sole	121791.2	
Vitec Group plc	COM	0929666	1792	147600 SH	Sole	147600	
Esprit Holdings Ltd.	COM	6321642	6138	483730 SH	Sole	483730	
Travelsky Technology Ltd.	COM	6321954	1866	2180990 SH	Sole	2180990	
Vitasoy International Holdings	COM	6927590	2395	5200645 SH	Sole	5200645	
Asatsu-DK Inc.	COM	6056052	2941	87110 SH	Sole	87110	
D&M Holdings Inc.	COM	6522434	1446	332000 SH	Sole	332000	
Daito Trust Construction Co. L	COM	6250508	2113	44450 SH	Sole	44450	
Japan Tobacco Inc.	COM	6474535	4249	863 SH	Sole	863	
Meitec Corporation	COM	6576356	1103	38600 SH	Sole	38600	
Nikko Cordial Corp.	COM	6640284	3115	238800 SH	Sole	238800	
Nissin Food Products Co., Ltd.	COM	6641760	1257	37580 SH	Sole	37580	
Nissin Healthcare Food Service	COM	6404093	1132	87400 SH	Sole	87400	
Sky Perfect JSAT Corporation	COM	b1tk234	2324	4983 SH	Sole	4983	
Uni-Charm Corporation	COM	6911485	2636	46575 SH	Sole	46575	
Fomento Economico Mexicano, SA	COM	2242059	2229	567300 SH	Sole	567300	
Walmart De Mexico SAB de CV	COM	b02yz04	1899	499970 SH	Sole	499970	
Nordea Bank AB	COM	5380031	1505	95970 SH	Sole	95970	
Swedish Match AB	COM	5048566	1096	56725 SH	Sole	56725	
UOB-Kay Hian Holdings Ltd.	COM	6294380	2286	1619000 SH	Sole	1619000	
AFLAC, Inc.	COM	001055102	752	14636 SH	Sole		14636
ANSYS Inc.	COM	03662q105	29448	1111260 SH	Sole	524860	586400

Abaxis Inc.	COM	002567105	29217	1400635 SH	Sole	597785	802850
Abbott Labs	COM	002824100	15739	293920 SH	Sole	66350	227570
Accelrys Inc.	COM	00430u103	8401	1335683 SH	Sole	593526	742157
Accenture Ltd.	COM	g1150g111	11464	267280 SH	Sole	63860	203420
Acxiom Corporation	COM	005125109	5360	202650 SH	Sole	7500	195150
Adobe Systems Inc.	COM	00724f101	7893	196590 SH	Sole	44420	152170
<b>Affymetrix Inc.</b>	<b>COM</b>	<b>00826t108</b>	<b>23082</b>	<b>927350 SH</b>	<b>Sole</b>	<b>430900</b>	<b>496450</b>
<b>Affymetrix Inc.</b>	<b>COM</b>	<b>00826t108</b>	<b>4186</b>	<b>168170 SH</b>	<b>Sole</b>	<b>106515</b>	<b>61655</b>
Airgas Inc.	COM	009363102	223	4665 SH	Sole		4665
Akamai Technologies, Inc.	COM	00971t101	11553	237525 SH	Sole	88320	149205
Albany Molecular Research	COM	012423109	16286	1096715 SH	Sole	406496	690219
Allegheny Technologies, Inc.	COM	01741r102	21078	200975 SH	Sole	65235	135740
Allscripts Healthcare Solution	COM	01988p108	6324	248195 SH	Sole	159225	88970
American Express	COM	025816109	11561	188971 SH	Sole	43270	145701
American Int'l. Group	COM	026874107	21642	309035 SH	Sole	75085	233950
American Software A	COM	029683109	8487	824000 SH	Sole	147900	676100
Ameriprise Financial Inc.	COM	03076c106	22317	351066 SH	Sole	157314	193752
Amgen, Inc.	COM	031162100	645	11670 SH	Sole	7435	4235
Apple Inc.	COM	037833100	10928	89545 SH	Sole	19070	70475
Avid Technology, Inc.	COM	05367p100	3415	96600 SH	Sole	59600	37000
Baker Hughes, Inc.	COM	057224107	473	5620 SH	Sole		5620
Balchem Corporation	COM	057665200	14547	800603 SH	Sole	378802	421801
Bank of America Corp.	COM	060505104	992	20299 SH	Sole	4420	15879
Blackbaud, Inc.	COM	09227q100	26619	1205577 SH	Sole	563818	641759
Boeing Company	COM	097023105	16891	175650 SH	Sole	39640	136010
Broadcom Corporation	COM	111320107	2169	74155 SH	Sole	47725	26430
Bruker Biosciences Inc.	COM	116794108	10757	1193887 SH	Sole	711058	482829
CONSOL Energy Inc.	COM	20854p109	12064	261645 SH	Sole	97815	163830
Cameron International Corp	COM	13342b105	4846	67800 SH	Sole	43200	24600
Carbo Ceramics	COM	140781105	34249	781770 SH	Sole	345720	436050
Carnival Corp.	COM	143658300	403	8270 SH	Sole	4340	3930
Celgene Corporation	COM	151020104	23918	417195 SH	Sole	145570	271625
Cerner Corporation	COM	156782104	14691	264840 SH	Sole	33340	231500
Check Point Software Technolog	COM	m22465104	1389	60900 SH	Sole	60900	
<b>Cheesecake Factory (The)</b>	<b>COM</b>	<b>163072101</b>	<b>12531</b>	<b>511057 SH</b>	<b>Sole</b>	<b>261057</b>	<b>250000</b>
<b>Cheesecake Factory (The)</b>	<b>COM</b>	<b>163072101</b>	<b>3705</b>	<b>151097 SH</b>	<b>Sole</b>	<b>138517</b>	<b>12580</b>

Cisco Systems	COM	17275r102	30985	1112570 SH	Sole	250010	862560
Citigroup, Inc.	COM	172967101	1886	36773 SH	Sole	19190	17583
Citrix Systems, Inc.	COM	177376100	15207	451650 SH	Sole	163965	287685
Coach Inc.	COM	189754104	25734	543030 SH	Sole	210075	332955
Coca-Cola Company/The	COM	191216100	16304	311680 SH	Sole	65380	246300
Cognex Corp.	COM	192422103	24900	1106160 SH	Sole	528210	577950
Cognizant Technology Solutions	COM	192446102	19088	254195 SH	Sole	77740	176455
Comcast Corp. CL A	COM	20030N101	14829	527335 SH	Sole	111440	415895
Concur Technologies Inc.	COM	206708109	49323	2158560 SH	Sole	927910	1230650
Copart Inc.	COM	217204106	5493	179555 SH	Sole	109855	69700
Corning Inc.	COM	219350105	11588	453545 SH	Sole	98430	355115
Covance Inc.	COM	222816100	5404	78820 SH	Sole	50450	28370
DTS Inc	COM	23335C101	30153	1385080 SH	Sole	664490	720590
Danaher Corp.	COM	235851102	14853	196730 SH	Sole	50295	146435
Diamond Offshore Drilling, Inc	COM	25271c102	14163	139450 SH	Sole	47195	92255
Dick's Sporting Goods Inc.	COM	253393102	14767	253855 SH	Sole	96065	157790
Diodes Inc.	COM	254543101	18241	436710 SH	Sole	204460	232250
Dionex Corp.	COM	254546104	29998	422570 SH	Sole	192670	229900
Dolby Laboratories Inc.-CI A	COM	25659t107	41838	1181540 SH	Sole	495290	686250
EMC Corporation	COM	268648102	13717	757869 SH	Sole	161925	595944
Electronic Arts	COM	285512109	6047	127785 SH	Sole	81500	46285
Endurance Specialty Holdings L	COM	2353014	1565	39080 SH	Sole	39080	
Expeditors Intl. of Washington	COM	302130109	2470	59800 SH	Sole	38400	21400
Exxon Mobil Corp	COM	30231g102	491	5858 SH	Sole		5858
FEI Company	COM	30241l109	39174	1206845 SH	Sole	563780	643065
<b>FLIR Systems, Inc.</b>	<b>COM</b>	<b>302445101</b>	<b>48599</b>	<b>1050788 SH</b>	<b>Sole</b>	<b>497239</b>	<b>553549</b>
<b>FLIR Systems, Inc.</b>	<b>COM</b>	<b>302445101</b>	<b>3623</b>	<b>78345 SH</b>	<b>Sole</b>	<b>50745</b>	<b>27600</b>
FactSet Research Systems Inc.	COM	303075105	8886	130000 SH	Sole	82700	47300
Fair Isaac Corp.	COM	303250104	17667	440353 SH	Sole	193828	246525
Fastenal Co.	COM	311900104	5173	123575 SH	Sole	76580	46995
Fluor Corporation	COM	343412102	24808	222755 SH	Sole	85355	137400
Fortune Brands, Inc.	COM	349631101	4069	49400 SH	Sole	49400	
<b>General Electric</b>	<b>COM</b>	<b>369604103</b>	<b>30350</b>	<b>792835 SH</b>	<b>Sole</b>	<b>176405</b>	<b>616430</b>
<b>General Electric Co.</b>	<b>COM</b>	<b>369604103</b>	<b>214</b>	<b>5600 SH</b>	<b>Sole</b>		<b>5600</b>
General Growth Properties Inc.	COM	370021107	827	15625 SH	Sole		15625
Genzyme Corp.	COM	372917104	9807	152285 SH	Sole	33460	118825

Gilead Sciences Inc.	COM	375558103	14640	377610 SH	Sole	83470	294140
Goldman Sachs Group	COM	38141g104	22806	105220 SH	Sole	23095	82125
Google Inc.	COM	38259p508	7254	13860 SH	Sole	2945	10915
Green Mountain Coffee Roasters	COM	393122106	36793	467275 SH	Sole	227098	240177
Guitar Center Inc.	COM	402040109	6561	109700 SH	Sole	70400	39300
Hansen Natural Corp.	COM	411310105	15483	360230 SH	Sole	141180	219050
HealthExtras Inc.	COM	422211102	5522	186675 SH	Sole	119775	66900
Hewlett-Packard	COM	428236103	8253	184955 SH	Sole	40045	144910
Home Depot, Inc.	COM	437076102	13858	352170 SH	Sole	80070	272100
Human Genome Sciences, Inc.	COM	444903108	10837	1214925 SH	Sole	581175	633750
Immunor, Inc.	COM	452526106	14883	532110 SH	Sole	246610	285500
Incyte Corp.	COM	45337C102	11911	1985150 SH	Sole	1059250	925900
Intel Corp.	COM	458140100	19412	816985 SH	Sole	180970	636015
International Business Machine	COM	459200101	25111	238584 SH	Sole	49055	189529
Iron Mountain Inc.	COM	462846106	4490	171850 SH	Sole	109350	62500
J. Crew Group, Inc.	COM	46612h402	12856	237680 SH	Sole	87040	150640
J.B. Hunt Transport Services,	COM	445658107	14368	490025 SH	Sole	187150	302875
J.P. Morgan Chase & Co.	COM	46625h100	1936	39969 SH	Sole	22665	17304
Joy Global Inc.	COM	481165108	16880	289385 SH	Sole	116712	172673
Kendle International Inc.	COM	48880l107	20407	555000 SH	Sole	234900	320100
Kensley Nash Corporation	COM	490057106	24330	907490 SH	Sole	420290	487200
Legg Mason Inc.	COM	524901105	210	2133 SH	Sole		2133
Lehman Brothers Holdings Inc C	COM	524908100	8027	107720 SH	Sole	23415	84305
Lowe's Companies	COM	548661107	211	6890 SH	Sole		6890
MSC Industrial Direct Co - A	COM	553530106	7198	130870 SH	Sole	84770	46100
<b>Macrovision Corp.</b>	<b>COM</b>	<b>555904101</b>	<b>42967</b>	<b>1429365 SH</b>	<b>Sole</b>	<b>670868</b>	<b>758497</b>
<b>Macrovision Corp.</b>	<b>COM</b>	<b>555904101</b>	<b>6983</b>	<b>232290 SH</b>	<b>Sole</b>	<b>149990</b>	<b>82300</b>
Manhattan Associates, Inc.	COM	562750109	27369	980610 SH	Sole	466310	514300
Martin Marietta Materials, Inc	COM	573284106	4342	26800 SH	Sole	17200	9600
Measurement Specialties, Inc.	COM	583421102	23960	1011830 SH	Sole	470380	541450
Medicis Pharmaceutical Cl A	COM	584690309	15919	521250 SH	Sole	236800	284450
Medtronic	COM	585055106	19557	377115 SH	Sole	85650	291465
Meridian Bioscience, Inc.	COM	589584101	16135	744900 SH	Sole	349600	395300
Microsoft Corporation	COM	594918104	19693	668253 SH	Sole	143945	524308
NII Holdings Inc.	COM	62913f201	13123	162535 SH	Sole	59970	102565
National-Oilwell Varco Inc.	COM	637071101	3773	36200 SH	Sole	23700	12500

Neogen Corporation	COM	640491106	3983	138500 SH	Sole	63400	75100
Netscout Systems Inc.	COM	64115t104	19284	2224239 SH	Sole	1080015	1144224
Network Appliance, Inc.	COM	64120l104	4048	138615 SH	Sole	89015	49600
Nordstrom, Inc.	COM	655664100	18712	366045 SH	Sole	139225	226820
Norfolk Southern Corporation	COM	655844108	11265	214280 SH	Sole	46210	168070
Nuance Communications, Inc.	COM	67020y100	21365	1277031 SH	Sole	489334	787697
O'Reilly Automotive Inc.	COM	686091109	15287	418240 SH	Sole	141710	276530
Old Dominion Freight Line, Inc	COM	679580100	4050	134315 SH	Sole	87015	47300
Oracle Systems	COM	68389X105	17305	877970 SH	Sole	195865	682105
PMC - Sierra, Inc.	COM	69344f106	2787	360540 SH	Sole	226800	133740
Pall Corp.	COM	696429307	253	5500 SH	Sole		5500
Panera Bread Co. Cl A	COM	69840w108	14381	312230 SH	Sole	61330	250900
Peabody Energy Corp.	COM	704549104	5480	113270 SH	Sole	24825	88445
Pepsico	COM	713448108	420	6480 SH	Sole	5085	1395
Pharmacopeia, Inc.	COM	7171ep101	3520	634163 SH	Sole	444466	189697
Quality Systems Inc.	COM	747582104	21691	571260 SH	Sole	292660	278600
Quest Diagnostics	COM	74834l100	13463	260655 SH	Sole	100160	160495
Royal Bank of Canada	COM	780087102	299	5635 SH	Sole	5635	
SPSS Inc.	COM	78462K102	44393	1005730 SH	Sole	445125	560605
Schlumberger, Ltd.	COM	806857108	17658	207890 SH	Sole	45095	162795
Sigma Aldrich	COM	826552101	205	4800 SH	Sole		4800
Smith Intl, Inc.	COM	832110100	19880	339025 SH	Sole	150485	188540
St. Jude Medical	COM	790849103	9396	226470 SH	Sole	144520	81950
Staples Inc.	COM	855030102	16952	714362 SH	Sole	213437	500925
Strayer Education, Inc.	COM	863236105	7626	57900 SH	Sole	32900	25000
Stryker Corp.	COM	863667101	514	8155 SH	Sole	4555	3600
Symantec Corp.	COM	871503108	8000	396050 SH	Sole	97180	298870
Symyx Technologies Inc.	COM	87155s108	20247	1759084 SH	Sole	822830	936254
<b>T. Rowe Price Group</b>	<b>COM</b>	<b>74144t108</b>	<b>311</b>	<b>6000 SH</b>	<b>Sole</b>		<b>6000</b>
<b>T. Rowe Price Group</b>	<b>COM</b>	<b>74144t108</b>	<b>28898</b>	<b>556905 SH</b>	<b>Sole</b>	<b>195020</b>	<b>361885</b>
Target Corp.	COM	87612e106	14390	226260 SH	Sole	48930	177330
Techne Corp.	COM	878377100	35005	611875 SH	Sole	284175	327700
Textron, Inc.	COM	883203101	2221	20175 SH	Sole	20175	
Tollgrade Communications, Inc.	COM	889542106	7976	756015 SH	Sole	391765	364250
Tractor Supply Company	COM	892356106	22527	432790 SH	Sole	175550	257240
Transaction Systems Archit-A	COM	893416107	26303	781440 SH	Sole	335390	446050

Transocean Inc.	COM	G90078109	769	7253 SH	Sole	4009	3244
Tyler Technologies, Inc.	COM	902252105	17748	1430130 SH	Sole	663210	766920
UnitedHealth Group Incorporate	COM	91324p102	25807	504630 SH	Sole	112860	391770
Ventana Medical Systems	COM	92276h106	13731	177700 SH	Sole	91500	86200
WW Grainger Inc.	COM	384802104	242	2600 SH	Sole		2600
Wal-Mart Stores	COM	931142103	20576	427690 SH	Sole	91160	336530
Walgreen Co.	COM	931422109	15442	354665 SH	Sole	82800	271865
Waters Corporation	COM	941848103	13403	225800 SH	Sole	88605	137195
WellPoint Inc.	COM	94973v107	393	4925 SH	Sole	1950	2975
Western Union Company	COM	959802109	6145	295010 SH	Sole	189570	105440
Whole Foods Market Inc.	COM	966837106	9817	256315 SH	Sole	82290	174025
Willis Group Holdings Ltd.	COM	G96655108	8626	195785 SH	Sole	151685	44100
Wrigley Wm Jr Co	COM	982526105	4749	85865 SH	Sole	54550	31315
Wyeth	COM	983024100	13428	234190 SH	Sole	54855	179335
XTO Energy Inc.	COM	98385x106	14914	248157 SH	Sole	93711	154446
York Water Co.	COM	987184108	200	11250 SH	Sole		11250
BCM International Fund		66976m813	7298	420885.3 SH	Sole	271032.3	149853
BCM Small Company Fund		66976M409	2499	69134.18 SH	Sole	13614.39	55519.79
REPORT SUMMARY	224 DATA RECORDS		2358650		0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED		