

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

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Dscrt	Voting Authority		
								Other Managers	Sole	Shared None
BP plc-ADR		055622104	402	5795	SH		Sole			5795
Diageo plc-ADR		25243Q205	8140	92780	SH		Sole		13745	79035
Flamel Technologies S.A.-ADR		338488109	1340	149000	SH		Sole		149000	
Fomento Economico Mexicano, SA		2246039	581	15540	SH		Sole		15540	
Gmarket Inc.-ADR		38012g100	2177	92845	SH		Sole		92845	
Kookmin Bank-ADR		2811697	2533	30900	SH		Sole		30900	
SK Telecom Co., Ltd-ADR		78440p108	2413	81230	SH		Sole		81230	
Shire plc-ADR		82481r106	6772	91545	SH		Sole		58845	32700
Teva Pharmaceuticals Industrie		2883878	3144	70695	SH		Sole		70695	
LIC Housing Finance Limited -		b02sg58	2654	220800	SH		Sole		220800	
Orascom Telecom-GDR		4007739	3214	49150	SH		Sole		49150	
Kaba Holding AG	COM	7050417	1927	6415	SH		Sole		6415	
Nobel Biocare Holding AG	COM	7385722	2326	8620	SH		Sole		8620	
10tacle Studio AG.	COM	b16tw23	1917	125998	SH		Sole		125998	
Amplifon S.p.A	COM	b14nj71	2575	326010	SH		Sole		326010	
Axa	COM	7088429	2314	51855	SH		Sole		51855	
Bayerische Motoren Werke(BMW)	COM	5756029	3160	49000	SH		Sole		49000	
Deutsche Telekom AG	COM	5842359	2355	120150	SH		Sole		120150	
IAWS Group plc	COM	4511155	2158	97315	SH		Sole		97315	
Koninklijke DSM NV	COM	b0hzl93	2174	40390	SH		Sole		40390	
L'Oreal SA	COM	4057808	1604	12260	SH		Sole		12260	
Philips Electronics NV	COM	5986622	4172	92681	SH		Sole		92681	
RHJ International	COM	b06s4f0	1772	97730	SH		Sole		97730	
Rhoen-Klinikum AG	COM	4717629	1920	60150	SH		Sole		60150	
Sanofi-Aventis	COM	5671735	3194	37820	SH		Sole		37820	
Tod's S.p.A.	COM	4643735	1729	20640	SH		Sole		20640	

Unicredito Italiano S.p.A.	COM	4232445	2639	309300	SH	Sole	309300	
British Sky Broadcasting Group	COM	0141192	2701	190750	SH	Sole	190750	
Diageo plc	COM	0237400	4582	209415	SH	Sole	209415	
Invesco plc	COM	0128269	2861	212290	SH	Sole	212290	
Lancashire Holdings Ltd.	COM	b0pyhc7	2497	338500	SH	Sole	338500	
Man Group plc	COM	b16brd5	3424	303645	SH	Sole	303645	
Reed Elsevier plc	COM	0730835	3781	300280	SH	Sole	300280	
Royal Bank of Scotland Group p	COM	0754783	2183	204054	SH	Sole	204054	
SABMiller plc	COM	0483548	3516	123980	SH	Sole	123980	
Shire plc	COM	b0kqx86	2976	121610	SH	Sole	121610	
United Business Media plc	COM	b1tqy92	1589	112651	SH	Sole	112651	
Vitec Group plc	COM	0929666	2353	188400	SH	Sole	188400	
Esprit Holdings Ltd.	COM	6321642	6483	407830	SH	Sole	407830	
GZI Real Estate Investment Tru	COM	b0tlgm7	1895	4734000	SH	Sole	4734000	
Travelsky Technology Ltd.	COM	6321954	2339	2180990	SH	Sole	2180990	
Vitasoy International Holdings	COM	6927590	2471	5696645	SH	Sole	5696645	
Asatsu-DK Inc.	COM	6056052	2802	87110	SH	Sole	87110	
D&M Holdings Inc.	COM	6522434	1896	609000	SH	Sole	609000	
Daito Trust Construction Co. L	COM	6250508	2570	53350	SH	Sole	53350	
Japan Tobacco Inc.	COM	6474535	4735	863	SH	Sole	863	
Meitec Corporation	COM	6576356	1866	63700	SH	Sole	63700	
Nikko Cordial Corp.	COM	6640284	2996	238800	SH	Sole	238800	
Nissin Healthcare Food Service	COM	6404093	1216	87400	SH	Sole	87400	
Sky Perfect JSAT Corporation	COM	b1tk234	2136	4983	SH	Sole	4983	
Uni-Charm Corporation	COM	6911485	2855	46575	SH	Sole	46575	
Fomento Economico Mexicano, SA	COM	2242059	2115	567300	SH	Sole	567300	
Walmart De Mexico SAB de CV	COM	b02yz04	2776	755370	SH	Sole	755370	
Singapore Petroleum Company	COM	6812340	2497	545000	SH	Sole	545000	
UOB-Kay Hian Holdings Ltd.	COM	6294380	2852	1969000	SH	Sole	1969000	
ACI Worldwide Inc.	COM	004498101	17520	783890	SH	Sole	340090	443800
AFLAC, Inc.	COM	001055102	809	14191	SH	Sole		14191
ANSYS Inc.	COM	03662q105	35672	1043945	SH	Sole	463145	580800
Abaxis Inc.	COM	002567105	36496	1625650	SH	Sole	747685	877965
Abbott Labs	COM	002824100	10103	188425	SH	Sole	24585	163840
Accelrys Inc.	COM	00430u103	5793	845658	SH	Sole	393901	451757
Acxiom Corporation	COM	005125109	3972	200700	SH	Sole	7500	193200

Adobe Systems Inc.	COM	00724f101	7523	172310	SH	Sole	20440	151870
Affymetrix Inc.	COM	00826t108	22485	886295	SH	Sole	394495	491800
Affymetrix Inc.	COM	00826t108	3918	154415	SH	Sole	96365	58050
Airgas Inc.	COM	009363102	231	4480	SH	Sole		4480
Akamai Technologies, Inc.	COM	00971t101	7652	266340	SH	Sole	98875	167465
Albany Molecular Research	COM	012423109	13587	899825	SH	Sole	372106	527719
Allegheny Technologies, Inc.	COM	01741r102	19930	181265	SH	Sole	47105	134160
Allscripts Healthcare Solution	COM	01988p108	6265	231795	SH	Sole	144525	87270
American Express	COM	025816109	1455	24506	SH	Sole	12615	11891
American Int'l. Group	COM	026874107	18354	271310	SH	Sole	39755	231555
American Software A	COM	029683109	7525	817900	SH	Sole	140800	677100
Ameriprise Financial Inc.	COM	03076c106	15418	244299	SH	Sole	80964	163335
Apple Inc.	COM	037833100	19183	124935	SH	Sole	13845	111090
Avid Technology, Inc.	COM	05367p100	2554	94300	SH	Sole	59600	34700
Baker Hughes, Inc.	COM	057224107	491	5430	SH	Sole		5430
Balchem Corporation	COM	057665200	17313	848263	SH	Sole	398162	450101
Bank of America Corp.	COM	060505104	989	19675	SH	Sole	4420	15255
Blackbaud, Inc.	COM	09227q100	30730	1217497	SH	Sole	581538	635959
Boeing Company	COM	097023105	16106	153405	SH	Sole	18125	135280
Broadcom Corporation	COM	111320107	230	6315	SH	Sole	6225	90
Bruker Biosciences Inc.	COM	116794108	10692	1214988	SH	Sole	737688	477300
CONSOL Energy Inc.	COM	20854p109	10851	232845	SH	Sole	71365	161480
Cameron International Corp	COM	13342b105	5943	64400	SH	Sole	40300	24100
Carbo Ceramics	COM	140781105	40139	791220	SH	Sole	357920	433300
Carnival Corp.	COM	143658300	383	7910	SH	Sole	4340	3570
Celgene Corporation	COM	151020104	26641	373595	SH	Sole	102730	270865
Cerner Corporation	COM	156782104	10756	179840	SH	Sole	26040	153800
Chattem Inc.	COM	162456107	4070	57710	SH	Sole	36910	20800
Check Point Software Technolog	COM	m22465104	1533	60900	SH	Sole	60900	
<b>Cheesecake Factory (The)</b>	<b>COM</b>	<b>163072101</b>	<b>12043</b>	<b>513107</b>	<b>SH</b>	<b>Sole</b>	<b>289207</b>	<b>223900</b>
<b>Cheesecake Factory (The)</b>	<b>COM</b>	<b>163072101</b>	<b>3287</b>	<b>140039</b>	<b>SH</b>	<b>Sole</b>	<b>125617</b>	<b>14422</b>
Cisco Systems	COM	17275r102	34520	1042579	SH	Sole	118775	923804
Citigroup, Inc.	COM	172967101	1449	31053	SH	Sole	14870	16183
Citrix Systems, Inc.	COM	177376100	15832	392650	SH	Sole	110410	282240
Coach Inc.	COM	189754104	16356	346020	SH	Sole	105660	240360
Coca-Cola Company/The	COM	191216100	15765	274310	SH	Sole	27660	246650

Cognex Corp.	COM	192422103	18663	1050865 SH	Sole	479265	571600
Cognizant Technology Solutions	COM	192446102	19021	238450 SH	Sole	62200	176250
Comcast Corp. CL A	COM	20030N101	11342	469045 SH	Sole	50575	418470
Concur Technologies Inc.	COM	206708109	59249	1879715 SH	Sole	792015	1087700
Copart Inc.	COM	217204106	5893	171355 SH	Sole	106055	65300
Corning Inc.	COM	219350105	9897	401490 SH	Sole	42355	359135
Covance Inc.	COM	222816100	5662	72680 SH	Sole	46025	26655
DTS Inc	COM	23335C101	42654	1404478 SH	Sole	690743	713735
Danaher Corp.	COM	235851102	16978	205270 SH	Sole	48750	156520
Diamond Offshore Drilling, Inc	COM	25271c102	15970	140965 SH	Sole	43130	97835
Dick's Sporting Goods Inc.	COM	253393102	6663	99230 SH	Sole	62180	37050
Diodes Inc.	COM	254543101	21264	662422 SH	Sole	317272	345150
Dionex Corp.	COM	254546104	31674	398610 SH	Sole	170210	228400
Dolby Laboratories Inc.-CI A	COM	25659t107	41290	1185825 SH	Sole	505625	680200
Dynamic Materials Corporation	COM	267888105	5572	116350 SH	Sole	52650	63700
EMC Corporation	COM	268648102	17949	862924 SH	Sole	91800	771124
Electronic Arts	COM	285512109	6564	117238 SH	Sole	74300	42938
Endurance Specialty Holdings L	COM	2353014	1624	39080 SH	Sole	39080	
Expeditors Intl. of Washington	COM	302130109	4191	88600 SH	Sole	56200	32400
Exxon Mobil Corp	COM	30231g102	450	4858 SH	Sole		4858
FEI Company	COM	302411109	38338	1219790 SH	Sole	583035	636755
<b>FLIR Systems, Inc.</b>	<b>COM</b>	<b>302445101</b>	<b>53573</b>	<b>967203 SH</b>	<b>Sole</b>	<b>419029</b>	<b>548174</b>
<b>FLIR Systems, Inc.</b>	<b>COM</b>	<b>302445101</b>	<b>3991</b>	<b>72045 SH</b>	<b>Sole</b>	<b>46145</b>	<b>25900</b>
FactSet Research Systems Inc.	COM	303075105	6341	92500 SH	Sole	58700	33800
Fair Isaac Corp.	COM	303250104	14492	401338 SH	Sole	156588	244750
Fastenal Co.	COM	311900104	5010	110335 SH	Sole	66105	44230
Fluor Corporation	COM	343412102	22714	157760 SH	Sole	51300	106460
GSI Group Inc.	COM	36229u102	2658	235200 SH	Sole	235200	
<b>General Electric</b>	<b>COM</b>	<b>369604103</b>	<b>13221</b>	<b>319345 SH</b>	<b>Sole</b>	<b>49590</b>	<b>269755</b>
<b>General Electric Co.</b>	<b>COM</b>	<b>369604103</b>	<b>232</b>	<b>5600 SH</b>	<b>Sole</b>		<b>5600</b>
General Growth Properties Inc.	COM	370021107	822	15325 SH	Sole		15325
Genzyme Corp.	COM	372917104	216	3485 SH	Sole	1600	1885
Gilead Sciences Inc.	COM	375558103	15171	371200 SH	Sole	39765	331435
Goldman Sachs Group	COM	38141g104	20099	92735 SH	Sole	10130	82605
Google Inc.	COM	38259p508	17390	30655 SH	Sole	2820	27835
Green Mountain Coffee Roasters	COM	393122106	25587	770935 SH	Sole	352234	418701

Hansen Natural Corp.	COM	411310105	18239	321785 SH	Sole	106315	215470
HealthExtras Inc.	COM	422211102	4769	171375 SH	Sole	108675	62700
Hewlett-Packard	COM	428236103	15887	319080 SH	Sole	31770	287310
Home Depot, Inc.	COM	437076102	9862	304010 SH	Sole	32810	271200
Human Genome Sciences, Inc.	COM	444903108	12546	1219277 SH	Sole	594677	624600
Immucor, Inc.	COM	452526106	28120	786575 SH	Sole	366775	419800
Incyte Corp.	COM	45337C102	12729	1780320 SH	Sole	869620	910700
Intel Corp.	COM	458140100	21935	848220 SH	Sole	94655	753565
International Business Machine	COM	459200101	25326	214994 SH	Sole	23055	191939
Iron Mountain Inc.	COM	462846106	4866	159650 SH	Sole	101100	58550
J. Crew Group, Inc.	COM	46612h402	7544	181780 SH	Sole	60840	120940
J.B. Hunt Transport Services,	COM	445658107	11416	434065 SH	Sole	135690	298375
J.P. Morgan Chase & Co.	COM	46625h100	1539	33579 SH	Sole	22245	11334
Joy Global Inc.	COM	481165108	17491	343905 SH	Sole	96082	247823
Kendle International Inc.	COM	488801107	22318	537400 SH	Sole	245600	291800
Kensley Nash Corporation	COM	490057106	24201	926880 SH	Sole	444180	482700
Lehman Brothers Holdings Inc C	COM	524908100	5822	94320 SH	Sole	9535	84785
MSC Industrial Direct Co - A	COM	553530106	5973	118070 SH	Sole	74870	43200
<b>Macrovision Corp.</b>	<b>COM</b>	<b>555904101</b>	<b>35507</b>	<b>1441609 SH</b>	<b>Sole</b>	<b>690443</b>	<b>751166</b>
<b>Macrovision Corp.</b>	<b>COM</b>	<b>555904101</b>	<b>5830</b>	<b>236690 SH</b>	<b>Sole</b>	<b>148190</b>	<b>88500</b>
Manhattan Associates, Inc.	COM	562750109	27173	991365 SH	Sole	481665	509700
Martin Marietta Materials, Inc	COM	573284106	10810	80940 SH	Sole	24040	56900
Measurement Specialties, Inc.	COM	583421102	28527	1022460 SH	Sole	486010	536450
Medicis Pharmaceutical Cl A	COM	584690309	16730	548350 SH	Sole	267150	281200
Medtronic	COM	585055106	18692	331356 SH	Sole	39900	291456
Meridian Bioscience, Inc.	COM	589584101	23754	783450 SH	Sole	374100	409350
Microsoft Corporation	COM	594918104	21834	741138 SH	Sole	74935	666203
NII Holdings Inc.	COM	62913f201	14829	180510 SH	Sole	46770	133740
National-Oilwell Varco Inc.	COM	637071101	12651	87550 SH	Sole	33450	54100
Neogen Corporation	COM	640491106	12375	521722 SH	Sole	238852	282870
Netscout Systems Inc.	COM	64115t104	20942	1921259 SH	Sole	855385	1065874
Network Appliance, Inc.	COM	64120l104	4220	156815 SH	Sole	99515	57300
Nordstrom, Inc.	COM	655664100	15271	325670 SH	Sole	102675	222995
Norfolk Southern Corporation	COM	655844108	9856	189865 SH	Sole	21495	168370
Nuance Communications, Inc.	COM	67020y100	25082	1298889 SH	Sole	513534	785355
O'Reilly Automotive Inc.	COM	686091109	14056	420715 SH	Sole	126730	293985

Old Dominion Freight Line, Inc	COM	679580100	4183	174515 SH	Sole	110715	63800
Oracle Systems	COM	68389X105	16715	772035 SH	Sole	89695	682340
PMC - Sierra, Inc.	COM	69344f106	2773	330492 SH	Sole	205700	124792
Pall Corp.	COM	696429307	214	5500 SH	Sole		5500
Palomar Medical Technologies	COM	697529303	20941	735020 SH	Sole	332820	402200
Panera Bread Co. Cl A	COM	69840w108	12657	310230 SH	Sole	59330	250900
Peabody Energy Corp.	COM	704549104	4735	98905 SH	Sole	10760	88145
Pepsico	COM	713448108	473	6455 SH	Sole	5085	1370
Pharmacopeia, Inc.	COM	7171ep101	3481	608638 SH	Sole	423066	185572
Precision Castparts Corp	COM	740189105	11826	79915 SH	Sole	32515	47400
Quality Systems Inc.	COM	747582104	28035	765365 SH	Sole	344265	421100
Quanta Services Inc.	COM	74762e102	2277	86100 SH	Sole	54600	31500
Quest Diagnostics	COM	74834l100	13427	232420 SH	Sole	74325	158095
SPSS Inc.	COM	78462K102	39916	970255 SH	Sole	414585	555670
Schlumberger, Ltd.	COM	806857108	22966	218720 SH	Sole	23725	194995
Sigma Aldrich	COM	826552101	234	4800 SH	Sole		4800
Smith Intl, Inc.	COM	832110100	16160	226330 SH	Sole	70860	155470
St. Jude Medical	COM	790849103	12884	292350 SH	Sole	133800	158550
Staples Inc.	COM	855030102	11369	529030 SH	Sole	200997	328033
Stryker Corp.	COM	863667101	550	7995 SH	Sole	4555	3440
Symyx Technologies Inc.	COM	87155s108	15431	1775684 SH	Sole	848130	927554
<b>T. Rowe Price Group</b>	<b>COM</b>	<b>74144t108</b>	<b>334</b>	<b>6000 SH</b>	<b>Sole</b>		<b>6000</b>
<b>T. Rowe Price Group</b>	<b>COM</b>	<b>74144t108</b>	<b>28259</b>	<b>507435 SH</b>	<b>Sole</b>	<b>147600</b>	<b>359835</b>
Target Corp.	COM	87612e106	12642	198860 SH	Sole	21080	177780
Techne Corp.	COM	878377100	36985	586325 SH	Sole	261125	325200
Textron, Inc.	COM	883203101	10324	165950 SH	Sole	59150	106800
Tollgrade Communications, Inc.	COM	889542106	6556	647845 SH	Sole	287545	360300
Tractor Supply Company	COM	892356106	15949	346045 SH	Sole	106620	239425
Transocean Inc.	COM	G90078109	702	6208 SH	Sole	3909	2299
Tyco International Ltd	COM	g9143x208	10593	238905 SH	Sole	106290	132615
Tyler Technologies, Inc.	COM	902252105	19659	1472590 SH	Sole	707720	764870
United Technologies	COM	913017109	7483	92980 SH	Sole	6980	86000
United Therapeutics Corporatio	COM	91307c102	3909	58750 SH	Sole	37350	21400
UnitedHealth Group Incorporate	COM	91324p102	21257	438930 SH	Sole	46805	392125
Ventana Medical Systems	COM	92276h106	7367	85755 SH	Sole	24855	60900
WW Grainger Inc.	COM	384802104	237	2600 SH	Sole		2600

Walgreen Co.	COM	931422109	1572	33270 SH	Sole	19340	13930
Waters Corporation	COM	941848103	13490	201580 SH	Sole	66785	134795
Weatherford International Ltd.	COM	g95089101	4535	67500 SH	Sole	42800	24700
WellPoint Inc.	COM	94973v107	382	4845 SH	Sole	1950	2895
Western Union Company	COM	959802109	5639	268910 SH	Sole	173570	95340
Whole Foods Market Inc.	COM	966837106	20233	413265 SH	Sole	114735	298530
Willis Group Holdings Ltd.	COM	G96655108	7498	183135 SH	Sole	141935	41200
Wrigley Wm Jr Co	COM	982526105	3196	49765 SH	Sole	31150	18615
Wyeth	COM	983024100	8938	200625 SH	Sole	22140	178485
XTO Energy Inc.	COM	98385x106	18421	297885 SH	Sole	86002	211883
York Water Co.	COM	987184108	190	11250 SH	Sole		11250
BCM International Fund		66976m813	7314	418400 SH	Sole	271032.3	147368.1
BCM Small Company Fund		66976M409	2584	66708.8 SH	Sole	13614.39	53094.39
REPORT SUMMARY		219 DATA RECORDS	2351469		0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED		