

BROWN CAPITAL MANAGEMENT, INC.
FORM 13F
31-Dec-07

Name of Issuer	Title of CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Discretn	Voting Authority			
							Other Managers	Sole	Shared	None
BP plc-ADR	055622104	424	5795	SH		Sole				5795
Diageo plc (ADS)	25243Q205	5037	58690	SH		Sole		13655		45035
Flamel Technologies S.A.-ADR	338488109	1480	148250	SH		Sole		148250		
Fomento Economico Mexicano, SA	2246039	579	15180	SH		Sole		15180		
Gmarket Inc.-ADR	38012g100	2300	92375	SH		Sole		92375		
Kookmin Bank-ADR	2811697	2991	40800	SH		Sole		40800		
SK Telecom Co., Ltd-ADR	78440p108	2412	80820	SH		Sole		80820		
Shire plc (ADS)	82481r106	3933	57035	SH		Sole		20315		36720
Teva Pharmaceuticals Industrie	2883878	2899	62375	SH		Sole		62375		
LIC Housing Finance Limited -	b02sg58	1861	95800	SH		Sole		95800		
Orascom Telecom-GDR	4007739	4049	48900	SH		Sole		48900		
Nobel Biocare Holding AG	COM 7385722	2296	8580	SH		Sole		8580		
10tacle Studio AG.	COM b16tw23	2275	162068	SH		Sole		162068		
Amplifon S.p.A	COM b14nj71	1647	324380	SH		Sole		324380		
Axa	COM 7088429	3746	93555	SH		Sole		93555		
Bayerische Motoren Werke(BMW)	COM 5756029	3046	48750	SH		Sole		48750		
DCC plc	COM 4189477	3086	109540	SH		Sole		109540		
Deutsche Telekom AG	COM 5842359	2627	119540	SH		Sole		119540		
IAWS Group plc	COM 4511155	2131	96825	SH		Sole		96825		
L'Oreal SA	COM 4057808	1748	12200	SH		Sole		12200		
Neopost SA	COM 5617096	2100	20380	SH		Sole		20380		
Philips Electronics NV	COM 5986622	3980	92211	SH		Sole		92211		
RHJ International	COM b06s4f0	1592	97230	SH		Sole		97230		
Rhoen-Klinikum AG	COM 4717629	1874	59850	SH		Sole		59850		
Sanofi-Aventis	COM 5671735	3465	37630	SH		Sole		37630		
Tod's S.p.A.	COM 4643735	1435	20540	SH		Sole		20540		

Unicredito Italiano S.p.A.	COM	4232445	3587	431930 SH	Sole	431930	
British Sky Broadcasting Group	COM	0141192	2339	189810 SH	Sole	189810	
Diageo plc	COM	0237400	4480	208365 SH	Sole	208365	
Lancashire Holdings Ltd.	COM	b0pyhc7	3681	508050 SH	Sole	508050	
Man Group plc	COM	b28kq18	2994	264337 SH	Sole	264337	
Reed Elsevier plc	COM	0730835	4041	298780 SH	Sole	298780	
Royal Bank of Scotland Group p	COM	0754783	3467	392294 SH	Sole	392294	
SABMiller plc	COM	0483548	2556	90690 SH	Sole	90690	
Shire plc	COM	b0kqx86	1839	80410 SH	Sole	80410	
United Business Media plc	COM	b1tqy92	1449	112091 SH	Sole	112091	
Vitec Group plc	COM	0929666	2550	219001 SH	Sole	219001	
Esprit Holdings Ltd.	COM	6321642	5153	346370 SH	Sole	346370	
GZI Real Estate Investment Tru	COM	b0tlgm7	1861	4710180 SH	Sole	4710180	
Vitasoy International Holdings	COM	6927590	2413	5668055 SH	Sole	5668055	
Asatsu-DK Inc.	COM	6056052	2428	86670 SH	Sole	86670	
D&M Holdings Inc.	COM	6522434	3059	730300 SH	Sole	730300	
Daito Trust Construction Co. L	COM	6250508	2941	53080 SH	Sole	53080	
Japan Tobacco Inc.	COM	6474535	3576	598 SH	Sole	598	
Meitec Corporation	COM	6576356	1912	63380 SH	Sole	63380	
Nissin Healthcare Food Service	COM	6404093	1273	111460 SH	Sole	111460	
Uni-Charm Corporation	COM	6911485	2505	39575 SH	Sole	39575	
Yamaha Motor Co. Ltd.	COM	6985264	3178	131250 SH	Sole	131250	
Fomento Economico Mexicano, SA	COM	2242059	2167	567300 SH	Sole	567300	
Walmart De Mexico SAB de CV	COM	b02yz04	2595	751590 SH	Sole	751590	
Singapore Petroleum Company	COM	6812340	3490	663640 SH	Sole	663640	
UOB-Kay Hian Holdings Ltd.	COM	6294380	3368	2265580 SH	Sole	2265580	
ACI Worldwide Inc.	COM	004498101	14925	783890 SH	Sole	340090	443800
AFLAC, Inc.	COM	001055102	870	13891 SH	Sole		13891
ANSYS Inc.	COM	03662q105	42171	1017145 SH	Sole	462545	554600
Abaxis Inc.	COM	002567105	57599	1606215 SH	Sole	728600	877615
Abbott Laboratories	COM	002824100	6524	116185 SH	Sole	24385	91800
Accelrys Inc.	COM	00430u103	6207	824358 SH	Sole	372601	451757
Adobe Systems Inc.	COM	00724f101	6061	141835 SH	Sole	26030	115805
Affymetrix Inc.	COM	00826t108	19127	826595 SH	Sole	334795	491800
Affymetrix Inc.	COM	00826t108	2079	89825 SH	Sole	32080	57745
Aircastle Ltd.	COM	g0129k104	3589	136290 SH	Sole	136290	

Airgas Inc.	COM	009363102	233	4480 SH	Sole		4480
Akamai Technologies Inc.	COM	00971t101	6526	188610 SH	Sole	47160	141450
Albany Molecular Research Inc.	COM	012423109	12939	899825 SH	Sole	372106	527719
Allegheny Technologies Inc.	COM	01741r102	6373	73765 SH	Sole	17835	55930
Allscripts Healthcare Solution	COM	01988p108	4031	207560 SH	Sole	74345	133215
American Express Co.	COM	025816109	1242	23866 SH	Sole	12415	11451
American International Group I	COM	026874107	5571	95555 SH	Sole	18825	76730
American Software Inc. (CI A)	COM	029683109	6952	817900 SH	Sole	140800	677100
Ameriprise Financial Inc.	COM	03076c106	8058	146219 SH	Sole	38899	107320
Apple Inc.	COM	037833100	12719	64210 SH	Sole	11785	52425
BMC Software	COM	055921100	214	6000 SH	Sole		6000
Baker Hughes, Inc.	COM	057224107	440	5430 SH	Sole		5430
Balchem Corp.	COM	057665200	20362	909813 SH	Sole	455312	454501
Bank of America Corp.	COM	060505104	682	16539 SH	Sole	4420	12119
Bear Stearns Companies Inc.	COM	073902108	1694	19200 SH	Sole	6800	12400
Blackbaud Inc.	COM	09227q100	34172	1218697 SH	Sole	582738	635959
Boeing Co.	COM	097023105	8076	92335 SH	Sole	17570	74765
Bruker Biosciences Corp.	COM	116794108	16159	1214988 SH	Sole	737688	477300
Cameron International Corp.	COM	13342b105	2725	56620 SH	Sole	20220	36400
Carbo Ceramics Inc.	COM	140781105	30028	807195 SH	Sole	373895	433300
Carnival Corp.	COM	143658300	334	7515 SH	Sole	4340	3175
Celgene Corp.	COM	151020104	13481	291725 SH	Sole	71635	220090
Cerner Corp.	COM	156782104	7142	126640 SH	Sole	18340	108300
Chattem Inc.	COM	162456107	3958	52400 SH	Sole	15550	36850
Cheesecake Factory The	COM	163072101	9152	386007 SH	Sole	228507	157500
Cheesecake Factory The	COM	163072101	1287	54294 SH	Sole	39972	14322
Cisco Systems Inc.	COM	17275r102	17413	643269 SH	Sole	122445	520824
Citigroup Inc.	COM	172967101	6576	223362 SH	Sole	51655	171707
Citrix Systems Inc.	COM	177376100	6244	164275 SH	Sole	43860	120415
Coach Inc.	COM	189754104	10450	341720 SH	Sole	80620	261100
Coca-Cola Co.	COM	191216100	10519	171400 SH	Sole	33000	138400
Cognex Corp.	COM	192422103	18767	931365 SH	Sole	367765	563600
Cognizant Technology Solutions	COM	192446102	11729	345580 SH	Sole	71320	274260
Comcast Corp. (CI A)	COM	20030N101	5023	275095 SH	Sole	45745	229350
Concur Technologies Inc.	COM	206708109	59284	1637215 SH	Sole	740865	896350
Consol Energy Inc.	COM	20854p109	10471	146400 SH	Sole	37740	108660

Constellation Energy	COM	210371100	220	2150 SH	Sole		2150
Copart Inc.	COM	217204106	4276	100490 SH	Sole	35190	65300
Corning Inc.	COM	219350105	6562	273545 SH	Sole	48970	224575
Covance Inc.	COM	222816100	4035	46580 SH	Sole	16725	29855
DTS Inc	COM	23335C101	40904	1599668 SH	Sole	755438	844230
Danaher Corp.	COM	235851102	12593	143530 SH	Sole	32065	111465
Diamond Offshore Drilling Inc.	COM	25271c102	8582	60435 SH	Sole	15370	45065
Dick's Sporting Goods Inc.	COM	253393102	3459	124615 SH	Sole	50515	74100
Diodes Inc.	COM	254543101	25417	845262 SH	Sole	387872	457390
Dionex Corp.	COM	254546104	32341	390310 SH	Sole	169010	221300
Dolby Laboratories Inc. (Cl A)	COM	25659t107	52690	1059725 SH	Sole	484325	575400
Dynamic Materials Corp.	COM	267888105	18139	307960 SH	Sole	140360	167600
EMC Corp.	COM	268648102	6478	349604 SH	Sole	58070	291534
Electronic Arts Inc.	COM	285512109	4256	72858 SH	Sole	26195	46663
Expeditors Internation of Wash	COM	302130109	2685	60105 SH	Sole	21105	39000
Exxon Mobil Corp	COM	30231g102	455	4858 SH	Sole		4858
FEI Co.	COM	30241l109	30667	1235065 SH	Sole	598490	636575
FLIR Systems Inc.	COM	302445101	48425	1547136 SH	Sole	709468	837668
FLIR Systems Inc.	COM	302445101	2712	86630 SH	Sole	31030	55600
FactSet Research Systems Inc.	COM	303075105	2919	52400 SH	Sole	18600	33800
Fair Isaac Corp.	COM	303250104	10495	326438 SH	Sole	143788	182650
Fastenal Co.	COM	311900104	3188	78860 SH	Sole	24730	54130
Fluor Corp.	COM	343412102	8169	56060 SH	Sole	13855	42205
GSI Group Inc.	COM	36229u102	2162	234020 SH	Sole	234020	
Gen-Probe Inc.	COM	36866t103	9650	153350 SH	Sole	75250	78100
General Electric Co.	COM	369604103	208	5600 SH	Sole		5600
General Electric Co.	COM	369604103	9383	253120 SH	Sole	57380	195740
General Growth Properties Inc.	COM	370021107	631	15325 SH	Sole		15325
Genzyme Corp.	COM	372917104	259	3485 SH	Sole	1600	1885
Gilead Sciences Inc.	COM	375558103	12839	279050 SH	Sole	49770	229280
Goldman Sachs Group Inc.	COM	38141g104	12536	58295 SH	Sole	10625	47670
Google Inc. (Cl A)	COM	38259p508	15254	22060 SH	Sole	3601	18459
Green Mountain Coffee Roasters	COM	393122106	31377	770935 SH	Sole	352234	418701
Hansen Natural Corp.	COM	411310105	8113	183180 SH	Sole	48305	134875
HealthExtras Inc.	COM	422211102	2754	105580 SH	Sole	34480	71100
Hewlett-Packard Co.	COM	428236103	14275	282790 SH	Sole	45880	236910

Human Genome Sciences Inc.	COM	444903108	10361	992452 SH	Sole	367852	624600
Immucor Inc.	COM	452526106	27840	819075 SH	Sole	399275	419800
Incyte Corp.	COM	45337C102	16708	1662520 SH	Sole	751820	910700
Intel Corp.	COM	458140100	13685	513320 SH	Sole	94890	418430
International Business Machine	COM	459200101	14431	133499 SH	Sole	23465	110034
Invesco Ltd.	COM	g491bt108	3314	105605 SH	Sole	105605	
Iron Mountain Inc.	COM	462846106	2335	63075 SH	Sole	23425	39650
J. Crew Group Inc.	COM	46612h402	5370	111395 SH	Sole	27955	83440
J.B. Hunt Transport Services I	COM	445658107	7062	256320 SH	Sole	64095	192225
J.P. Morgan Chase & Co.	COM	46625h100	1461	33469 SH	Sole	21245	12224
Joy Global Inc.	COM	481165108	11263	171125 SH	Sole	43657	127468
Kendle International Inc.	COM	488801107	25517	521600 SH	Sole	240900	280700
Kensley Nash Corp.	COM	490057106	27764	927930 SH	Sole	445230	482700
Lehman Brothers Holdings Inc.	COM	524908100	5016	76650 SH	Sole	16540	60110
LifeCell Corp.	COM	531927101	6076	140950 SH	Sole	64850	76100
MSC Industrial Direct Co (CI A	COM	553530106	2710	66965 SH	Sole	23765	43200
Macrovision Corp.	COM	555904101	26304	1435009 SH	Sole	683843	751166
Macrovision Corp.	COM	555904101	2495	136135 SH	Sole	47635	88500
Manhattan Associates Inc.	COM	562750109	25995	986165 SH	Sole	476465	509700
Martin Marietta Materials Inc.	COM	573284106	6139	46295 SH	Sole	10395	35900
Measurement Specialties Inc.	COM	583421102	26520	1200010 SH	Sole	548660	651350
Medicis Pharmaceutical Corp.	COM	584690309	14154	545000 SH	Sole	263800	281200
Medtronic Inc.	COM	585055106	10091	200731 SH	Sole	36555	164176
Meridian Bioscience Inc.	COM	589584101	27930	928535 SH	Sole	424875	503660
Microsoft Corp.	COM	594918104	15890	446348 SH	Sole	74335	372013
Morgan Stanley	COM	617446448	4003	75375 SH	Sole	14795	60580
National Oilwell Varco Inc.	COM	637071101	7438	101250 SH	Sole	26100	75150
Neogen Corp.	COM	640491106	15657	589722 SH	Sole	268252	321470
Netscout Systems Inc.	COM	64115t104	23698	1855759 SH	Sole	840785	1014974
Network Appliance Inc.	COM	64120l104	2219	88915 SH	Sole	31615	57300
Nordstrom Inc.	COM	655664100	7264	197755 SH	Sole	52995	144760
Norfolk Southern Corp.	COM	655844108	5741	113825 SH	Sole	21295	92530
Nuance Communications Inc.	COM	67020y100	23766	1272289 SH	Sole	511334	760955
O'Reilly Automotive Inc.	COM	686091109	8265	254855 SH	Sole	60670	194185
Old Dominion Freight Line Inc.	COM	679580100	2288	99015 SH	Sole	35215	63800
Oracle Corp.	COM	68389X105	11864	525440 SH	Sole	97345	428095

PMC - Sierra Inc.	COM	69344f106	1223	187012 SH	Sole	65380	121632
Pall Corp.	COM	696429307	222	5500 SH	Sole		5500
Palomar Medical Technologies I	COM	697529303	16169	1055420 SH	Sole	480520	574900
Panera Bread Co. (Cl A)	COM	69840w108	10312	287880 SH	Sole	58380	229500
Patriot Coal Corporation	COM	70336t104	246	5888 SH	Sole	1076	4812
Peabody Energy Corp.	COM	704549104	3693	59915 SH	Sole	11480	48435
Pepsico	COM	713448108	490	6455 SH	Sole	5085	1370
Pharmacopeia, Inc.	COM	7171ep101	2903	608638 SH	Sole	423066	185572
Precision Castparts Corp.	COM	740189105	5395	38900 SH	Sole	13000	25900
Quality Systems Inc.	COM	747582104	29051	952815 SH	Sole	433615	519200
Quanta Services Inc.	COM	74762e102	2729	103985 SH	Sole	35285	68700
Quest Diagnostics Inc.	COM	74834l100	7339	138725 SH	Sole	37370	101355
SPSS Inc.	COM	78462K102	36933	1028500 SH	Sole	473000	555500
Schlumberger Ltd.	COM	806857108	11287	114740 SH	Sole	19745	94995
Sigma Aldrich	COM	826552101	262	4800 SH	Sole		4800
Smith International Inc.	COM	832110100	7094	96055 SH	Sole	27265	68790
St. Jude Medical Inc.	COM	790849103	9123	224490 SH	Sole	61105	163385
Staples Inc.	COM	855030102	10253	444440 SH	Sole	103782	340658
Stryker Corp.	COM	863667101	597	7995 SH	Sole	4555	3440
Symyx Technologies Inc.	COM	87155s108	10271	1337433 SH	Sole	408564	928869
T. Rowe Price Group Inc.	COM	74144t108	365	6000 SH	Sole		6000
T. Rowe Price Group Inc.	COM	74144t108	20038	329135 SH	Sole	78310	250825
Target Corp.	COM	87612e106	5930	118600 SH	Sole	20780	97820
Techne Corp.	COM	878377100	38648	585125 SH	Sole	259925	325200
Textron Inc.	COM	883203101	5798	81325 SH	Sole	24925	56400
Tollgrade Communications Inc.	COM	889542106	4605	574165 SH	Sole	213865	360300
Tractor Supply Co.	COM	892356106	7207	200535 SH	Sole	49495	151040
Transocean Inc.	COM	g90073100	617	4312 SH	Sole	2729	1583
Tyco Intl	COM	g9143x208	7685	193810 SH	Sole	107165	86645
Tyler Technologies Inc.	COM	902252105	19011	1474840 SH	Sole	709970	764870
United Technologies Corp.	COM	913017109	6717	87760 SH	Sole	14515	73245
United Therapeutics Corp.	COM	91307c102	1699	17395 SH	Sole	6170	11225
UnitedHealth Group Inc.	COM	91324p102	15269	262350 SH	Sole	47450	214900
WW Grainger Inc.	COM	384802104	228	2600 SH	Sole		2600
Walgreen Co.	COM	931422109	548	14385 SH	Sole	5920	8465
Waters Corp.	COM	941848103	11568	146305 SH	Sole	36980	109325

Weatherford International Ltd.	COM	g95089101	3073	44800 SH	Sole	15900	28900
WellPoint Inc.	COM	94973v107	417	4750 SH	Sole	1950	2800
Western Union Co.	COM	959802109	5357	220615 SH	Sole	88815	131800
Whole Foods Market Inc.	COM	966837106	10065	246680 SH	Sole	56355	190325
Willis Group Holdings Ltd.	COM	G96655108	3986	104985 SH	Sole	61185	43800
Wyeth	COM	983024100	5291	119740 SH	Sole	21095	98645
XTO Energy Inc.	COM	98385x106	6587	128244.8 SH	Sole	35692.25	92552.5
York Water Co.	COM	987184108	174	11250 SH	Sole		11250
BCM International Fund		66976m813	6703	471711 SH	Sole	292111.9	179599.1
BCM Small Company Fund		66976M409	2635	73750.6 SH	Sole	15051.53	58699.07
REPORT SUMMARY	216 DATA RECORDS		1923654		0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED		