

## BROWN CAPITAL MANAGEMENT, INC.

## FORM 13F

March 31, 2008

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Discretn	Other Managers	Voting Authority		
									Sole	Shared	None
BP plc-ADR		055622104	327	5395.00	SH		Sole				5395.00
Diageo plc (ADS)		25243Q205	1329	16345.00	SH		Sole		11620.00		4725.00
Flamel Technologies S.A.-ADR		338488109	1374	147380.00	SH		Sole		147380.00		
Fomento Economico Mexicano, SA		2246039	629	15050.00	SH		Sole		15050.00		
Gmarket Inc.-ADR		38012g100	1967	91835.00	SH		Sole		91835.00		
Kookmin Bank-ADR		2811697	2273	40560.00	SH		Sole		40560.00		
Nokia Corp-Spons ADR		654902204	3048	95770.00	SH		Sole		95770.00		
SK Telecom Co., Ltd-ADR		78440p108	1737	80360.00	SH		Sole		80360.00		
Shire plc (ADS)		82481r106	3314	57175.00	SH		Sole		20455.00		36720.00
Teva Pharmaceuticals Industrie		2883878	2412	52225.00	SH		Sole		52225.00		
LIC Housing Finance Limited -		b02sg58	1589	114370.00	SH		Sole		114370.00		
Orascom Telecom-GDR		4007739	3306	48620.00	SH		Sole		48620.00		
Canadian Natural Resources Ltd	COM	2171573	2088	31390.00	SH		Sole		31390.00		
Nobel Biocare Holding AG	COM	7385722	1992	8530.00	SH		Sole		8530.00		
10tacle Studio AG.	COM	b16tw23	798	289428.00	SH		Sole		289428.00		
Amplifon S.p.A	COM	b14nj71	1099	322490.00	SH		Sole		322490.00		
Arques Industries AG	COM	4069320	1842	92630.00	SH		Sole		92630.00		
Axa	COM	7088429	3388	93005.00	SH		Sole		93005.00		
Bayerische Motoren Werke(BMW)	COM	5756029	2691	48470.00	SH		Sole		48470.00		
DCC plc	COM	4189477	2580	108900.00	SH		Sole		108900.00		
Deutsche Telekom AG	COM	5842359	1996	118840.00	SH		Sole		118840.00		
IAWS Group plc	COM	4511155	2258	96265.00	SH		Sole		96265.00		
L'Oreal SA	COM	4057808	1546	12130.00	SH		Sole		12130.00		
Neopost SA	COM	5617096	2282	20260.00	SH		Sole		20260.00		
Philips Electronics NV	COM	5986622	3520	91681.00	SH		Sole		91681.00		
RHJ International	COM	b06s4f0	1087	95770.00	SH		Sole		95770.00		
Rhoen-Klinikum AG	COM	4717629	1766	59510.00	SH		Sole		59510.00		
Sanofi-Aventis	COM	5671735	2817	37410.00	SH		Sole		37410.00		
Tod's S.p.A.	COM	4643735	1262	20420.00	SH		Sole		20420.00		
Unicredit S.p.A.	COM	4232445	2885	429410.00	SH		Sole		429410.00		
British Sky Broadcasting Group	COM	0141192	1953	176610	SH		Sole		176610		
Diageo plc	COM	0237400	3920	194145	SH		Sole		194145		
Lancashire Holdings Ltd.	COM	b0pyhc7	2645	473600	SH		Sole		473600		
Man Group plc	COM	b28kq18	1880	170607	SH		Sole		170607		
Reed Elsevier plc	COM	b2b0dg9	3071	241033	SH		Sole		241033		

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									Sole	Shared	None
Royal Bank of Scotland Group p	COM	0754783	3013	449444	SH		Sole		449444		
SABMiller plc	COM	0483548	1462	66610	SH		Sole		66610		
United Business Media plc	COM	b1tqy92	1119	104441	SH		Sole		104441		
Vitec Group plc	COM	0929666	2045	239866	SH		Sole		239866		
Esprit Holdings Ltd.	COM	6321642	4132	344340.00	SH		Sole		344340.00		
GZI Real Estate Investment Tru	COM	b0tlgm7	12	32000.00	SH		Sole		32000.00		
Vitasoy International Holdings	COM	6927590	2454	5635095.00	SH		Sole		5635095.00		
Asatsu-DK Inc.	COM	6056052	3073	86170.00	SH		Sole		86170.00		
D&M Holdings Inc.	COM	6522434	2480	726050.00	SH		Sole		726050.00		
Daito Trust Construction Co. L	COM	6250508	2725	52770.00	SH		Sole		52770.00		
Japan Tobacco Inc.	COM	6474535	3795	757.00	SH		Sole		757.00		
Meitec Corporation	COM	6576356	1912	63010.00	SH		Sole		63010.00		
Nissin Healthcare Food Service	COM	6404093	1399	126620.00	SH		Sole		126620.00		
Yamaha Motor Co. Ltd.	COM	6985264	2404	130480.00	SH		Sole		130480.00		
Fomento Economico Mexicano, SA	COM	2242059	2369	564450.00	SH		Sole		564450.00		
Walmart De Mexico SAB de CV	COM	b02yz04	3157	747210.00	SH		Sole		747210.00		
Singapore Petroleum Company	COM	6812340	3236	659770.00	SH		Sole		659770.00		
UOB-Kay Hian Holdings Ltd.	COM	6294380	3222	265580.00	SH		Sole		2265580.00		
ACI Worldwide Inc.	COM	004498101	15615	783890.00	SH		Sole		340090.00		443800.00
AFLAC, Inc.	COM	001055102	844	12991.00	SH		Sole				12991.00
ANSYS Inc.	COM	03662q105	35090	1016505.00	SH		Sole		461905.00		554600.00
Abaxis Inc.	COM	002567105	37328	611040.00	SH		Sole		733425.00		877615.00
Abbott Laboratories	COM	002824100	1991	36110.00	SH		Sole		25520.00		10590.00
Accelrys Inc.	COM	00430u103	4460	824358.00	SH		Sole		372601.00		451757.00
Adobe Systems Inc.	COM	00724f101	962	27040.00	SH		Sole		20935.00		6105.00
Affymetrix Inc.	COM	00826t108	14439	829360.00	SH		Sole		337560.00		491800.00
Affymetrix Inc.	COM	00826t108	1609	92445.00	SH		Sole		34700.00		57745.00
Aircastle Ltd.	COM	g0129k104	1712	152160.00	SH		Sole		152160.00		
Akamai Technologies Inc.	COM	00971t101	3186	113125.00	SH		Sole		49675.00		63450.00
Albany Molecular Research Inc.	COM	012423109	10924	899825.00	SH		Sole		372106.00		527719.00
Allegheny Technologies Inc.	COM	01741r102	2384	33415.00	SH		Sole		15855.00		17560.00
Allscripts Healthcare Solution	COM	01988p108	2752	266675.00	SH		Sole		92960.00		173715.00
American Express Co.	COM	025816109	559	12792.00	SH		Sole		5500.00		7292.00
American International Group I	COM	026874107	1077	24910.00	SH		Sole		18845.00		6065.00
American Software Inc. (CI A)	COM	029683109	9841	1572093.00	SH		Sole		698093.00		874000.00

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									Sole	Shared	None
Ameriprise Financial Inc.	COM	03076c106	4002	77179.00	SH		Sole		36029.00		41150.00
Apple Inc.	COM	037833100	2391	16660.00	SH		Sole		14310.00		2350.00
Baker Hughes, Inc.	COM	057224107	372	5430.00	SH		Sole				5430.00
Balchem Corp.	COM	057665200	20853	909813.00	SH		Sole		455312.00		454501.00
Bank of America Corp.	COM	060505104	604	15939.00	SH		Sole		4620.00		11319.00
Blackbaud Inc.	COM	09227q100	29590	218697.00	SH		Sole		582738.00		635959.00
Boeing Co.	COM	097023105	1706	22945.00	SH		Sole		16665.00		6280.00
Bruker Corp.	COM	116794108	18699	214988.00	SH		Sole		737688.00		477300.00
Cameron International Corp.	COM	13342b105	2326	55850.00	SH		Sole		19450.00		36400.00
Carbo Ceramics Inc.	COM	140781105	32412	808280.00	SH		Sole		374980.00		433300.00
Carnival Corp.	COM	143658300	304	7515.00	SH		Sole		4340.00		3175.00
Celgene Corp.	COM	151020104	6044	98620.00	SH		Sole		50830.00		47790.00
Cerner Corp.	COM	156782104	4721	126640.00	SH		Sole		18340.00		108300.00
Chatterm Inc.	COM	162456107	3484	52520.00	SH		Sole		15670.00		36850.00
Cheesecake Factory The	COM	163072101	8411	386007.00	SH		Sole		228507.00		157500.00
Cheesecake Factory The	COM	163072101	1190	54614.00	SH		Sole		40292.00		14322.00
Cisco Systems Inc.	COM	17275r102	3370	139899.00	SH		Sole		102430.00		37469.00
Citigroup Inc.	COM	172967101	1420	66297.00	SH		Sole		49740.00		16557.00
Citrix Systems Inc.	COM	177376100	2429	82820.00	SH		Sole		29985.00		52835.00
Coach Inc.	COM	189754104	6474	214720.00	SH		Sole		100545.00		114175.00
Coca-Cola Co.	COM	191216100	2034	33410.00	SH		Sole		25075.00		8335.00
Cognex Corp.	COM	192422103	20332	931365.00	SH		Sole		367765.00		563600.00
Cognizant Technology Solutions	COM	192446102	3008	104325.00	SH		Sole		51025.00		53300.00
Concur Technologies Inc.	COM	206708109	48292	555310.00	SH		Sole		704330.00		850980.00
Consol Energy Inc.	COM	20854p109	5034	72750.00	SH		Sole		34375.00		38375.00
Copart Inc.	COM	217204106	3906	100770.00	SH		Sole		35470.00		65300.00
Corning Inc.	COM	219350105	1604	66715.00	SH		Sole		50775.00		15940.00
Covance Inc.	COM	222816100	3873	46680.00	SH		Sole		16825.00		29855.00
DTS Inc	COM	23335C101	37875	578123.00	SH		Sole		758893.00		819230.00
Danaher Corp.	COM	235851102	5972	78545.00	SH		Sole		32195.00		46350.00
Diamond Offshore Drilling Inc.	COM	25271c102	2521	21655.00	SH		Sole		7160.00		14495.00
Dick's Sporting Goods Inc.	COM	253393102	5712	213300.00	SH		Sole		90840.00		122460.00
Diodes Inc.	COM	254543101	18604	847167.00	SH		Sole		389777.00		457390.00
Dionex Corp.	COM	254546104	30027	390010.00	SH		Sole		168710.00		221300.00
Dolby Laboratories Inc. (CI A)	COM	25659t107	38393	058835.00	SH		Sole		483435.00		575400.00

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									Sole	Shared	None
Dynamic Materials Corp.	COM	267888105	13348	308970.00	SH		Sole		141370.00		167600.00
EMC Corp.	COM	268648102	1452	101224.00	SH		Sole		66490.00		34734.00
Electronic Arts Inc.	COM	285512109	3646	73038.00	SH		Sole		26375.00		46663.00
Expeditors International of Wa	COM	302130109	4185	92630.00	SH		Sole		35530.00		57100.00
Exxon Mobil Corp	COM	30231g102	411	4858.00	SH		Sole				4858.00
FEI Co.	COM	302411109	27065	239830.00	SH		Sole		603255.00		636575.00
FLIR Systems Inc.	COM	302445101	46485	544851.00	SH		Sole		707183.00		837668.00
FLIR Systems Inc.	COM	302445101	2614	86870.00	SH		Sole		31270.00		55600.00
FactSet Research Systems Inc.	COM	303075105	1627	30200.00	SH		Sole		10800.00		19400.00
Fastenal Co.	COM	311900104	3631	79050.00	SH		Sole		24920.00		54130.00
Fluor Corp.	COM	343412102	3710	26285.00	SH		Sole		12595.00		13690.00
GSI Group Inc.	COM	36229u102	1810	232650.00	SH		Sole		232650.00		
Gen-Probe Inc.	COM	36866t103	12696	263395.00	SH		Sole		121320.00		142075.00
Genentech, Inc.	COM	368710406	752	9267.00	SH		Sole		7830.00		1437.00
General Electric Co.	COM	369604103	207	5600.00	SH		Sole				5600.00
General Electric Co.	COM	369604103	3217	86915.00	SH		Sole		56865.00		30050.00
General Growth Properties Inc.	COM	370021107	585	15325.00	SH		Sole				15325.00
Genzyme Corp.	COM	372917104	260	3485.00	SH		Sole		1600.00		1885.00
Gilead Sciences Inc.	COM	375558103	1329	25800.00	SH		Sole		15690.00		10110.00
Goldman Sachs Group Inc.	COM	38141g104	2625	15870.00	SH		Sole		9930.00		5940.00
Google Inc. (Cl A)	COM	38259p508	2277	5170.00	SH		Sole		4066.00		1104.00
Green Mountain Coffee Roasters	COM	393122106	24400	770935.00	SH		Sole		352234.00		418701.00
Hansen Natural Corp.	COM	411310105	5236	148330.00	SH		Sole		69915.00		78415.00
HealthExtras Inc.	COM	422211102	2629	105850.00	SH		Sole		34750.00		71100.00
Hewlett-Packard Co.	COM	428236103	2078	45510.00	SH		Sole		39825.00		5685.00
Human Genome Sciences Inc.	COM	444903108	5846	992452.00	SH		Sole		367852.00		624600.00
Immucor Inc.	COM	452526106	17519	820935.00	SH		Sole		401135.00		419800.00
Incyte Corp.	COM	45337C102	17473	1662520.00	SH		Sole		751820.00		910700.00
Intel Corp.	COM	458140100	2035	96100.00	SH		Sole		78740.00		17360.00
International Business Machine	COM	459200101	2705	23494.00	SH		Sole		12815.00		10679.00
Invesco Ltd.	COM	g491bt108	2558	104995.00	SH		Sole		104995.00		
Iron Mountain Inc.	COM	462846106	2256	85340.00	SH		Sole		27990.00		57350.00
J.B. Hunt Transport Services I	COM	445658107	3901	124110.00	SH		Sole		57745.00		66365.00
J.P. Morgan Chase & Co.	COM	46625h100	1405	32724.00	SH		Sole		21200.00		11524.00
Joy Global Inc.	COM	481165108	2851	43748.00	SH		Sole		23602.00		20146.00

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									Sole	Shared	None
Kendle International Inc.	COM	488801107	23430	521600.00	SH		Sole		240900.00		280700.00
Kensey Nash Corp.	COM	490057106	26864	927930.00	SH		Sole		445230.00		482700.00
LifeCell Corp.	COM	531927101	11098	264060.00	SH		Sole		121740.00		142320.00
MSC Industrial Direct Co (CI A	COM	553530106	2837	67145.00	SH		Sole		23945.00		43200.00
Macrovision Corp.	COM	555904101	19373	435009.00	SH		Sole		683843.00		751166.00
Macrovision Corp.	COM	555904101	1843	136505.00	SH		Sole		48005.00		88500.00
Manhattan Associates Inc.	COM	562750109	22613	986165.00	SH		Sole		476465.00		509700.00
Measurement Specialties Inc.	COM	583421102	20477	172110.00	SH		Sole		548660.00		623450.00
Medicis Pharmaceutical Corp.	COM	584690309	10771	547050.00	SH		Sole		265850.00		281200.00
Medtronic Inc.	COM	585055106	2541	52526.00	SH		Sole		39550.00		12976.00
Meridian Bioscience Inc.	COM	589584101	31041	928535.00	SH		Sole		424875.00		503660.00
Microsoft Corp.	COM	594918104	1890	66603.00	SH		Sole		46350.00		20253.00
Morgan Stanley	COM	617446448	1243	27205.00	SH		Sole		19435.00		7770.00
National Oilwell Varco Inc.	COM	637071101	3443	58970.00	SH		Sole		23770.00		35200.00
Neogen Corp.	COM	640491106	14802	589722.00	SH		Sole		268252.00		321470.00
NetApp Inc.	COM	64110d104	3287	163935.00	SH		Sole		58395.00		105540.00
Netscout Systems Inc.	COM	64115t104	17259	1855759.00	SH		Sole		840785.00		1014974.00
Nordstrom Inc.	COM	655664100	4097	125660.00	SH		Sole		61610.00		64050.00
Norfolk Southern Corp.	COM	655844108	1202	22130.00	SH		Sole		18850.00		3280.00
Nuance Communications Inc.	COM	67020y100	22151	1272289.00	SH		Sole		511334.00		760955.00
O'Reilly Automotive Inc.	COM	686091109	3574	125315.00	SH		Sole		56145.00		69170.00
Old Dominion Freight Line Inc.	COM	679580100	2341	73540.00	SH		Sole		26195.00		47345.00
Oracle Corp.	COM	68389X105	2440	124765.00	SH		Sole		93790.00		30975.00
PMC - Sierra Inc.	COM	69344f106	1065	186842.00	SH		Sole		65900.00		120942.00
Palomar Medical Technologies I	COM	697529303	14902	986920.00	SH		Sole		412020.00		574900.00
Panera Bread Co. (CI A)	COM	69840w108	12059	287880.00	SH		Sole		58380.00		229500.00
Peabody Energy Corp.	COM	704549104	538	10555.00	SH		Sole		9345.00		1210.00
Pepsico	COM	713448108	520	7205.00	SH		Sole		5085.00		2120.00
Pharmacopeia, Inc.	COM	7171ep101	2240	608638.00	SH		Sole		423066.00		185572.00
Precision Castparts Corp.	COM	740189105	1211	11865.00	SH		Sole		11865.00		
Quality Systems Inc.	COM	747582104	28461	952815.00	SH		Sole		433615.00		519200.00
Quanta Services Inc.	COM	74762e102	2450	105725.00	SH		Sole		37025.00		68700.00
Quest Diagnostics Inc.	COM	748341100	3065	67715.00	SH		Sole		33895.00		33820.00
SPSS Inc.	COM	78462K102	39961	1030445.00	SH		Sole		474945.00		555500.00
Schlumberger Ltd.	COM	806857108	2459	28260.00	SH		Sole		17645.00		10615.00

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									Sole	Shared	None
Sigma Aldrich	COM	826552101	286	4800.00	SH		Sole				4800.00
Smith International Inc.	COM	832110100	3239	50425.00	SH		Sole		17525.00		32900.00
St. Jude Medical Inc.	COM	790849103	5966	138125.00	SH		Sole		57575.00		80550.00
Staples Inc.	COM	855030102	5537	250425.00	SH		Sole		109572.00		140853.00
Stryker Corp.	COM	863667101	520	7995.00	SH		Sole		4555.00		3440.00
Symyx Technologies Inc.	COM	87155s108	10031	1337433.00	SH		Sole		408564.00		928869.00
T. Rowe Price Group Inc.	COM	74144t108	300	6000.00	SH		Sole				6000.00
T. Rowe Price Group Inc.	COM	74144t108	9604	192085.00	SH		Sole		86220.00		105865.00
Target Corp.	COM	87612e106	1480	29205.00	SH		Sole		23980.00		5225.00
Techno Corp.	COM	878377100	39414	585125.00	SH		Sole		259925.00		325200.00
Textron Inc.	COM	883203101	1041	18790.00	SH		Sole		18790.00		
Tollgrade Communications Inc.	COM	889542106	3009	574165.00	SH		Sole		213865.00		360300.00
Tractor Supply Co.	COM	892356106	4901	124020.00	SH		Sole		53235.00		70785.00
Transocean Inc.	COM	g90073100	562	4160.00	SH		Sole		2590.00		1570.00
Trimble Navigation Ltd	COM	896239100	2282	79820.00	SH		Sole		28430.00		51390.00
Tyco Intl	COM	g9143x208	3108	70560.00	SH		Sole		68990.00		1570.00
Tyler Technologies Inc.	COM	902252105	20618	474840.00	SH		Sole		709970.00		764870.00
United Natural Foods, Inc.	COM	911163103	909	48600.00	SH		Sole		17310.00		31290.00
United Technologies Corp.	COM	913017109	1422	20660.00	SH		Sole		16175.00		4485.00
United Therapeutics Corp.	COM	91307c102	2410	27795.00	SH		Sole		9900.00		17895.00
UnitedHealth Group Inc.	COM	91324p102	238	6915.00	SH		Sole		6195.00		720.00
Walgreen Co.	COM	931422109	532	13965.00	SH		Sole		5770.00		8195.00
Waters Corp.	COM	941848103	4812	86395.00	SH		Sole		41940.00		44455.00
Weatherford International Ltd.	COM	g95089101	3256	44930.00	SH		Sole		16030.00		28900.00
Western Union Co.	COM	959802109	5181	243575.00	SH		Sole		108075.00		135500.00
Whole Foods Market Inc.	COM	966837106	4089	124030.00	SH		Sole		56225.00		67805.00
Willis Group Holdings Ltd.	COM	G96655108	3527	104945.00	SH		Sole		61145.00		43800.00
XTO Energy Inc.	COM	98385x106	459	7417.00	SH		Sole		2562.00		4855.00
York Water Co.	COM	987184108	169	11250.00	SH		Sole				11250.00
BCM International Fund		66976m813	5814	71711.265	SH		Sole		292111.854		179599.411
BCM Small Company Fund		66976M409	2333	73750.600	SH		Sole		15051.534		58699.066

BROWN CAPITAL MANAGEMENT, INC.  
**FORM 13F**  
*March 31, 2008*

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Discretn	Other Managers	Voting Authority		
									Sole	Shared	None
REPORT SUMMARY	206 DATA RECORDS		1374861								
					0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED						

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