

BROWN CAPITAL MANAGEMENT, INC.
FORM 13F
30-Jun-08

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Discretn	Voting Authority	
								Other Managers	Sole Shared
BP plc-ADR		055622104	375	5395	SH		Sole		5395
Diageo plc (ADS)		25243Q205	1192	16140	SH		Sole	11415	4725
Flamel Technologies S.A.-ADR		338488109	1447	144600	SH		Sole	144600	
Fomento Economico Mexicano, SA		2246039	377	8285	SH		Sole	8285	
Gmarket Inc.-ADR		38012g100	2169	105815	SH		Sole	105815	
Kookmin Bank-ADR		2811697	2329	39800	SH		Sole	39800	
Nokia Corp-Spons ADR		654902204	2372	96810	SH		Sole	96810	
SK Telecom Co., Ltd-ADR		78440p108	1636	78760	SH		Sole	78760	
Shire LTD-ADR		82481r106	2555	51995	SH		Sole	20455	31540
Teva Pharmaceuticals Industrie		2883878	2347	51255	SH		Sole	51255	
LIC Housing Finance Limited -		b02sg58	1438	114370	SH		Sole	114370	
Orascom Telecom-GDR		4007739	3052	47690	SH		Sole	47690	
Canadian Natural Resources Ltd	COM	2171573	3794	38175	SH		Sole	38175	
Nobel Biocare Holding AG	COM	7385722	1589	48530	SH		Sole	48530	
Swatch Group AG	COM	7184725	1180	4710	SH		Sole	4710	
10tacle Studio AG.	COM	b16tw23	606	289428	SH		Sole	289428	
Axa	COM	7088429	2712	91265	SH		Sole	91265	
Azimut Holding SpA	COM	b019m65	1179	133725	SH		Sole	133725	
Bayerische Motoren Werke(BMW)	COM	5756029	2291	47590	SH		Sole	47590	
DCC plc	COM	4189477	2668	106840	SH		Sole	106840	
Deutsche Telekom AG	COM	5842359	1914	116610	SH		Sole	116610	
IAWS Group plc	COM	4511155	2366	94455	SH		Sole	94455	
L'Oreal SA	COM	4057808	1292	11870	SH		Sole	11870	
Neopost SA	COM	5617096	2910	27480	SH		Sole	27480	
Philips Electronics NV	COM	5986622	2519	73996	SH		Sole	73996	
RHJ International	COM	b06s4f0	2080	165000	SH		Sole	165000	
Raiffeisen International Bank-	COM	b0704t9	2512	19645	SH		Sole	19645	
Rhoen-Klinikum AG	COM	4717629	1837	58290	SH		Sole	58290	
Sanofi-Aventis	COM	5671735	2457	36750	SH		Sole	36750	
Tod's S.p.A.	COM	4643735	1103	20070	SH		Sole	20070	
Unicredit S.p.A.	COM	4232445	2581	421340	SH		Sole	421340	
British Sky Broadcasting Group	COM	0141192	1737	184880	SH		Sole	184880	
Diageo plc	COM	0237400	3736	203175	SH		Sole	203175	
Lancashire Holdings Ltd.	COM	b0pyhc7	3008	495590	SH		Sole	495590	
Man Group plc	COM	b28kq18	2217	178517	SH		Sole	178517	
Reed Elsevier plc	COM	b2b0dg9	2904	253371	SH		Sole	253371	

SABMiller plc	COM	0483548	1598	69720 SH	Sole	69720	
United Business Media plc	COM	b1tqy92	1187	109351 SH	Sole	109351	
Vitec Group plc	COM	0929666	2256	251056 SH	Sole	251056	
Esprit Holdings Ltd.	COM	6321642	3509	337810 SH	Sole	337810	
Vitasoy International Holdings	COM	6927590	2623	5528305 SH	Sole	5528305	
Asatsu-DK Inc.	COM	6056052	2346	84590 SH	Sole	84590	
D&M Holdings Inc.	COM	6522434	3395	712740 SH	Sole	712740	
Daito Trust Construction Co. L	COM	6250508	2517	51810 SH	Sole	51810	
Japan Tobacco Inc.	COM	6474535	3662	857 SH	Sole	857	
Meitec Corporation	COM	6576356	1757	61870 SH	Sole	61870	
Nissin Healthcare Food Service	COM	6404093	1371	124230 SH	Sole	124230	
Yamaha Motor Co. Ltd.	COM	6985264	2978	158870 SH	Sole	158870	
Fomento Economico Mexicano, SA	COM	2242059	2285	501435 SH	Sole	501435	
Walmart De Mexico SAB de CV	COM	b02yz04	2908	733030 SH	Sole	733030	
Singapore Petroleum Company	COM	6812340	3145	647490 SH	Sole	647490	
UOB-Kay Hian Holdings Ltd.	COM	6294380	2944	2222420 SH	Sole	2222420	
ACI Worldwide Inc.	COM	004498101	13789	783890 SH	Sole	340090	443800
AFLAC, Inc.	COM	001055102	810	12901 SH	Sole		12901
ANSYS Inc.	COM	03662q105	47608	1010355 SH	Sole	455755	554600
Abaxis Inc.	COM	002567105	39990	1657265 SH	Sole	779630	877635
Abbott Laboratories	COM	002824100	1869	35280 SH	Sole	24780	10500
Accelrys Inc.	COM	00430u103	3982	824358 SH	Sole	372601	451757
Adobe Systems Inc.	COM	00724f101	1045	26540 SH	Sole	20435	6105
Affymetrix Inc.	COM	00826t108	10157	987115 SH	Sole	495315	491800
Affymetrix Inc.	COM	00826t108	1622	157620 SH	Sole	59985	97635
Aircastle Ltd.	COM	g0129k104	1256	149310 SH	Sole	149310	
Akamai Technologies Inc.	COM	00971t101	2181	62680 SH	Sole	22430	40250
Albany Molecular Research Inc.	COM	012423109	13133	989640 SH	Sole	461921	527719
Allegheny Technologies Inc.	COM	01741r102	1691	28530 SH	Sole	13790	14740
Allscripts Healthcare Solution	COM	01988p108	4338	349550 SH	Sole	126890	222660
American International Group I	COM	026874107	615	23250 SH	Sole	17185	6065
American Software Inc. (CI A)	COM	029683109	8867	1572093 SH	Sole	698093	874000
Apple Inc.	COM	037833100	2715	16215 SH	Sole	13865	2350
BMC Software	COM	055921100	216	6000 SH	Sole		6000
Baker Hughes, Inc.	COM	057224107	445	5090 SH	Sole		5090
Balchem Corp.	COM	057665200	20833	900713 SH	Sole	446212	454501
Bank of America Corp.	COM	060505104	380	15939 SH	Sole	4620	11319
Blackbaud Inc.	COM	09227q100	26035	1216597 SH	Sole	580638	635959
Boeing Co.	COM	097023105	1478	22485 SH	Sole	16335	6150
Bruker Corp.	COM	116794108	16208	1261348 SH	Sole	784048	477300
Cameron International Corp.	COM	13342b105	3091	55850 SH	Sole	19450	36400
Carbo Ceramics Inc.	COM	140781105	47131	807730 SH	Sole	374430	433300
Carnival Corp.	COM	143658300	248	7515 SH	Sole	4340	3175
Celgene Corp.	COM	151020104	6312	98825 SH	Sole	51030	47795
Cerner Corp.	COM	156782104	6476	143330 SH	Sole	35030	108300
Chattem Inc.	COM	162456107	3416	52520 SH	Sole	15670	36850

Cheesecake Factory The	COM	163072101	6141	386007 SH	Sole	228507	157500
Cheesecake Factory The	COM	163072101	868	54569 SH	Sole	40247	14322
Cisco Systems Inc.	COM	17275r102	3201	137639 SH	Sole	100170	37469
Citigroup Inc.	COM	172967101	1397	83357 SH	Sole	66180	17177
Citrix Systems Inc.	COM	177376100	2436	82820 SH	Sole	29985	52835
Coach Inc.	COM	189754104	6138	212550 SH	Sole	99285	113265
Coca-Cola Co.	COM	191216100	1694	32590 SH	Sole	24345	8245
Cognex Corp.	COM	192422103	21468	931365 SH	Sole	367765	563600
Cognizant Technology Solutions	COM	192446102	3356	103225 SH	Sole	50280	52945
Concur Technologies Inc.	COM	206708109	46381	1395745 SH	Sole	635565	760180
Consol Energy Inc.	COM	20854p109	7370	65590 SH	Sole	31550	34040
Copart Inc.	COM	217204106	4315	100770 SH	Sole	35470	65300
Corning Inc.	COM	219350105	1838	79735 SH	Sole	62180	17555
Covance Inc.	COM	222816100	4217	49020 SH	Sole	18965	30055
DTS Inc	COM	23335C101	46914	1497903 SH	Sole	713538	784365
Danaher Corp.	COM	235851102	804	10395 SH	Sole	2100	8295
Diamond Offshore Drilling Inc.	COM	25271c102	2995	21525 SH	Sole	7160	14365
Dick's Sporting Goods Inc.	COM	253393102	4151	234005 SH	Sole	107900	126105
Diodes Inc.	COM	254543101	23418	847267 SH	Sole	389877	457390
Diodes Inc.	COM	254543101	2566	92825 SH	Sole	29530	63295
Dionex Corp.	COM	254546104	26924	405670 SH	Sole	184370	221300
Dolby Laboratories Inc. (CI A)	COM	25659t107	42461	1053635 SH	Sole	478235	575400
Dynamic Materials Corp.	COM	267888105	10181	308970 SH	Sole	141370	167600
EMC Corp.	COM	268648102	1491	101499 SH	Sole	66765	34734
Electronic Arts Inc.	COM	285512109	3240	72918 SH	Sole	26375	46543
Expeditors International of Wa	COM	302130109	4273	99370 SH	Sole	40425	58945
Exxon Mobil Corp	COM	30231g102	427	4843 SH	Sole		4843
FEI Co.	COM	302411109	29157	1279955 SH	Sole	643335	636620
FLIR Systems Inc.	COM	302445101	51926	1279911 SH	Sole	589663	690248
FLIR Systems Inc.	COM	302445101	3524	86870 SH	Sole	31270	55600
FactSet Research Systems Inc.	COM	303075105	1702	30200 SH	Sole	10800	19400
Fastenal Co.	COM	311900104	3222	74650 SH	Sole	24920	49730
Fluor Corp.	COM	343412102	4879	26220 SH	Sole	12530	13690
Gen-Probe Inc.	COM	36866t103	22191	467380 SH	Sole	227225	240155
Genentech, Inc.	COM	368710406	999	13157 SH	Sole	11485	1672
General Electric Co.	COM	369604103	2876	107745 SH	Sole	76965	30780
General Growth Properties Inc.	COM	370021107	537	15325 SH	Sole		15325
Genzyme Corp.	COM	372917104	236	3275 SH	Sole	1600	1675
Gilead Sciences Inc.	COM	375558103	1435	27095 SH	Sole	16530	10565
Goldman Sachs Group Inc.	COM	38141g104	3148	18000 SH	Sole	11655	6345
Google Inc. (CI A)	COM	38259p508	2701	5130 SH	Sole	4026	1104
Green Mountain Coffee Roasters	COM	393122106	28949	770535 SH	Sole	351834	418701
Hansen Natural Corp.	COM	411310105	4255	147640 SH	Sole	69325	78315
HealthExtras Inc.	COM	422211102	3190	105850 SH	Sole	34750	71100
Hewlett-Packard Co.	COM	428236103	1984	44885 SH	Sole	39200	5685
Human Genome Sciences Inc.	COM	444903108	6498	1247232 SH	Sole	622632	624600

Immucor Inc.	COM	452526106	22399	865485 SH	Sole	445685	419800
Incyte Corp.	COM	45337C102	13399	1760730 SH	Sole	850030	910700
Intel Corp.	COM	458140100	2023	94200 SH	Sole	77350	16850
International Business Machine	COM	459200101	2757	23259 SH	Sole	12580	10679
Intuitive Surgical Inc.	COM	46120e602	1228	4560 SH	Sole	1630	2930
Invesco Ltd.	COM	g491bt108	2469	102965 SH	Sole	102965	
Iron Mountain Inc.	COM	462846106	2266	85340 SH	Sole	27990	57350
J.B. Hunt Transport Services I	COM	445658107	4116	123690 SH	Sole	57325	66365
J.P. Morgan Chase & Co.	COM	46625h100	1095	31929 SH	Sole	20405	11524
Joy Global Inc.	COM	481165108	3290	43383 SH	Sole	23262	20121
Kendle International Inc.	COM	48880I107	20077	552620 SH	Sole	271920	280700
Kensley Nash Corp.	COM	490057106	30420	949140 SH	Sole	466440	482700
MSC Industrial Direct Co (CI A	COM	553530106	2962	67145 SH	Sole	23945	43200
Macrovision Solutions Corp.	COM	55611c108	21468	1435009 SH	Sole	683843	751166
Macrovision Solutions Corp.	COM	55611c108	2042	136505 SH	Sole	48005	88500
Manhattan Associates Inc.	COM	562750109	23402	986165 SH	Sole	476465	509700
Measurement Specialties Inc.	COM	583421102	20617	1172110 SH	Sole	548660	623450
Medicis Pharmaceutical Corp.	COM	584690309	12347	594190 SH	Sole	312990	281200
Medtronic Inc.	COM	585055106	2680	51781 SH	Sole	38795	12986
Meridian Bioscience Inc.	COM	589584101	26194	973015 SH	Sole	469355	503660
Meridian Bioscience Inc.	COM	589584101	1547	57480 SH	Sole	19540	37940
Microsoft Corp.	COM	594918104	1036	37663 SH	Sole	19350	18313
Morgan Stanley	COM	617446448	973	26965 SH	Sole	19295	7670
National Oilwell Varco Inc.	COM	637071101	5230	58955 SH	Sole	23755	35200
Neogen Corp.	COM	640491106	15698	685792 SH	Sole	337902	347890
NetApp Inc.	COM	64110d104	3551	163935 SH	Sole	58395	105540
Netscout Systems Inc.	COM	64115t104	19638	1838759 SH	Sole	823785	1E+06
Nordstrom Inc.	COM	655664100	3772	124490 SH	Sole	60440	64050
Norfolk Southern Corp.	COM	655844108	1359	21685 SH	Sole	18405	3280
Nuance Communications Inc.	COM	67020y100	19788	1262789 SH	Sole	501834	760955
Old Dominion Freight Line Inc.	COM	679580100	2208	73540 SH	Sole	26195	47345
Oracle Corp.	COM	68389X105	2597	123690 SH	Sole	92695	30995
PMC - Sierra Inc.	COM	69344f106	1710	223482 SH	Sole	79140	144342
PROS Holdings	COM	74346y103	10887	969500 SH	Sole	443908	525592
Pall Corp.	COM	696429307	218	5500 SH	Sole		5500
Palomar Medical Technologies I	COM	697529303	9730	974905 SH	Sole	400005	574900
Panera Bread Co. (CI A)	COM	69840w108	13317	287880 SH	Sole	58380	229500
Peabody Energy Corp.	COM	704549104	990	11240 SH	Sole	9695	1545
Pepsico	COM	713448108	458	7205 SH	Sole	5085	2120
Pharmacopeia, Inc.	COM	7171ep101	2333	609138 SH	Sole	423566	185572
Philip Morris International, I	COM	718172109	1963	39745 SH	Sole	33640	6105
Quality Systems Inc.	COM	747582104	29157	995795 SH	Sole	476595	519200
Quanta Services Inc.	COM	74762e102	3820	114825 SH	Sole	37025	77800
Quest Diagnostics Inc.	COM	74834I100	2618	54005 SH	Sole	21835	32170
SPSS Inc.	COM	78462K102	37503	1031140 SH	Sole	475605	555535
Schlumberger Ltd.	COM	806857108	2966	27610 SH	Sole	17280	10330

Sigma Aldrich	COM	826552101	259	4800 SH	Sole		4800
Smith International Inc.	COM	832110100	4192	50425 SH	Sole	17525	32900
St. Jude Medical Inc.	COM	790849103	5659	138425 SH	Sole	57875	80550
Staples Inc.	COM	855030102	5919	249205 SH	Sole	108457	140748
Starbucks Corp.	COM	855244109	2616	166195 SH	Sole	79015	87180
Stryker Corp.	COM	863667101	212	3375 SH	Sole		3375
Symyx Technologies Inc.	COM	87155s108	9335	1337433 SH	Sole	408564	928869
T. Rowe Price Group Inc.	COM	74144t108	339	6000 SH	Sole		6000
T. Rowe Price Group Inc.	COM	74144t108	12305	217895 SH	Sole	97870	120025
Target Corp.	COM	87612e106	1321	28410 SH	Sole	23390	5020
Techne Corp.	COM	878377100	46366	599125 SH	Sole	273925	325200
Textron Inc.	COM	883203101	901	18790 SH	Sole	18790	
Tractor Supply Co.	COM	892356106	3582	123335 SH	Sole	52550	70785
Transocean Inc.	COM	g90073100	616	4040 SH	Sole	2470	1570
Trimble Navigation Ltd	COM	896239100	2850	79820 SH	Sole	28430	51390
Tyco Intl	COM	g9143x208	2774	69270 SH	Sole	67700	1570
Tyler Technologies Inc.	COM	902252105	19883	1465240 SH	Sole	700370	764870
United Natural Foods, Inc.	COM	911163103	1995	102425 SH	Sole	36605	65820
United Technologies Corp.	COM	913017109	1512	24505 SH	Sole	19410	5095
United Therapeutics Corp.	COM	91307c102	2717	27795 SH	Sole	9900	17895
WW Grainger Inc.	COM	384802104	213	2600 SH	Sole		2600
Walgreen Co.	COM	931422109	422	12985 SH	Sole	4790	8195
Waters Corp.	COM	941848103	5557	86160 SH	Sole	41295	44865
Weatherford International Ltd.	COM	g95089101	4456	89860 SH	Sole	32060	57800
Western Union Co.	COM	959802109	6009	243090 SH	Sole	107590	135500
Whole Foods Market Inc.	COM	966837106	3425	144575 SH	Sole	65180	79395
Willis Group Holdings Ltd.	COM	G96655108	3138	100025 SH	Sole	60425	39600
XTO Energy Inc.	COM	98385x106	508	7417 SH	Sole	2562	4855
York Water Co.	COM	987184108	164	11250 SH	Sole		11250
BCM International Fund		66976m813	5538	471711.3 SH	Sole	292111.9	179599
BCM Small Company Fund		66976M409	2422	73650.6 SH	Sole	15051.53	58599
REPORT SUMMARY		205 DATA RECORDS	1426500		0 OTHER MGRS ON WHOSE BEHALF RPT IS FILED		