

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

Voting Authority									
Name of Issuer	Title of cla	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Discretn	Other Managers	Sole Shared None
BP plc-ADR		055622104	271	5395	SH		Sole		5395
Diageo plc (ADS)		25243Q205	831	12070	SH		Sole	8025	4045
Flamel Technologies S.A.-ADR		338488109	1090	148975	SH		Sole	148975	
Fomento Economico Mexicano, SA		2246039	288	7550	SH		Sole	7550	
Gmarket Inc.-ADR		38012g100	2534	109025	SH		Sole	109025	
KB Financial Group Inc.-ADR		b3dg2y3	1353	29610	SH		Sole	29610	
Nokia Corp-Spons ADR		654902204	1806	96810	SH		Sole	96810	
SK Telecom Co., Ltd-ADR		78440p108	1527	81150	SH		Sole	81150	
Shire PLC-ADR		82481r106	3297	69037	SH		Sole	27452	41585
Teva Pharmaceuticals Industrie		2883878	2418	52810	SH		Sole	52810	
LIC Housing Finance Limited -		b02sg58	1029	83315	SH		Sole	83315	
Orascom Telecom-GDR		4007739	2186	61910	SH		Sole	61910	
Canadian Natural Resources Ltd	COM	2171573	1948	28370	SH		Sole	28370	
Nobel Biocare Holding AG	COM	7385722	2670	80790	SH		Sole	80790	
Swatch Group AG	COM	7184725	1588	8750	SH		Sole	8750	
Axa	COM	7088429	2935	91265	SH		Sole	91265	
Azimut Holding S.p.A.	COM	b019m65	1215	178197	SH		Sole	178197	
Bayerische Motoren Werke (BMW)	COM	5756029	1888	49030	SH		Sole	49030	
C&C Group plc	COM	b011y09	640	239915	SH		Sole	239915	
DCC plc	COM	4189477	2103	110070	SH		Sole	110070	
Deutsche Telekom AG	COM	5842359	1818	120140	SH		Sole	120140	
Kone Oyj-B	COM	b09m9d2	1381	51760	SH		Sole	51760	
L'Oreal SA	COM	4057808	1770	18195	SH		Sole	18195	
Neopost SA	COM	5617096	2638	28310	SH		Sole	28310	
Philips Electronics NV	COM	5986622	2044	76236	SH		Sole	76236	
RHJ International	COM	b06s4f0	1533	170000	SH		Sole	170000	
Raiffeisen International Bank-	COM	b0704t9	1421	20240	SH		Sole	20240	
Rhoen-Klinikum AG	COM	4717629	1638	58290	SH		Sole	58290	
Sanofi-Aventis	COM	5671735	3314	50680	SH		Sole	50680	
Tod's S.p.A.	COM	4643735	1208	24365	SH		Sole	24365	
Unicredit S.p.A.	COM	4232445	1584	434090	SH		Sole	434090	
British Sky Broadcasting Group	COM	0141192	1407	190475	SH		Sole	190475	
Diageo plc	COM	0237400	2070	122920	SH		Sole	122920	
Lancashire Holdings Ltd.	COM	b0pyhc7	766	139525	SH		Sole	139525	
Man Group plc	COM	b28kq18	1104	183912	SH		Sole	183912	
Reed Elsevier plc	COM	b2b0dg9	2582	261011	SH		Sole	261011	

SABMiller plc	COM	0483548	1835	94820 SH	Sole	94820	
United Business Media plc	COM	b2r84w0	984	112666 SH	Sole	112666	
Vitec Group plc	COM	0929666	1608	258661 SH	Sole	258661	
Esprit Holdings Ltd.	COM	6321642	2269	372005 SH	Sole	372005	
Ping An Insurance Group Co -H	COM	b01flr7	668	118000 SH	Sole	118000	
Vitasoy International Holdings	COM	6927590	2099	4836305 SH	Sole	4836305	
Asatsu-DK Inc.	COM	6056052	2457	87110 SH	Sole	87110	
Daito Trust Construction Co. L	COM	6250508	1950	53490 SH	Sole	53490	
Japan Tobacco Inc.	COM	6474535	3273	882 SH	Sole	882	
Meitec Corporation	COM	6576356	1641	61870 SH	Sole	61870	
Nissin Healthcare Food Service	COM	6404093	1211	119530 SH	Sole	119530	
Yamaha Motor Co. Ltd.	COM	6985264	2184	163610 SH	Sole	163610	
Fomento Economico Mexicano, SA	COM	2242059	1750	462515 SH	Sole	462515	
Walmart De Mexico SAB de CV	COM	b02yz04	2585	755220 SH	Sole	755220	
Singapore Petroleum Company	COM	6812340	1361	417490 SH	Sole	417490	
UOB-Kay Hian Holdings Ltd.	COM	6294380	2001	2288420 SH	Sole	2288420	
ACI Worldwide Inc.	COM	004498101	16658	950775 SH	Sole	506975	443800
AFLAC, Inc.	COM	001055102	1282	21823 SH	Sole	8365	13458
ANSYS Inc.	COM	03662q105	38544	1017795 SH	Sole	463195	554600
Abaxis Inc.	COM	002567105	39159	1987750 SH	Sole	1110450	877300
Abbott Laboratories	COM	002824100	1397	24260 SH	Sole	14725	9535
Accelrys Inc.	COM	00430u103	4290	781348 SH	Sole	329591	451757
Adobe Systems Inc.	COM	00724f101	693	17545 SH	Sole	11590	5955
Affymetrix Inc.	COM	00826t108	8857	1144290 SH	Sole	652490	491800
Affymetrix Inc.	COM	00826t108	1268	163835 SH	Sole	66585	97250
Aircastle Ltd.	COM	g0129k104	1964	198205 SH	Sole	198205	
Akamai Technologies Inc.	COM	00971t101	1211	69422 SH	Sole	29172	40250
Albany Molecular Research Inc.	COM	012423109	18536	1024655 SH	Sole	496936	527719
Allscripts Healthcare Solution	COM	01988p108	5587	449084 SH	Sole	184679	264405
American Software Inc. (CI A)	COM	029683109	9692	1778273 SH	Sole	904273	874000
Apple Inc.	COM	037833100	1531	13473 SH	Sole	9550	3923
Baker Hughes, Inc.	COM	057224107	263	4350 SH	Sole		4350
Balchem Corp.	COM	057665200	22747	852913 SH	Sole	398412	454501
Bank of America Corp.	COM	060505104	430	12273 SH	Sole	4620	7653
<b>Blackbaud Inc.</b>	<b>COM</b>	<b>09227q100</b>	<b>21472</b>	<b>1163777 SH</b>	<b>Sole</b>	<b>527818</b>	<b>635959</b>
<b>Blackbaud Inc.</b>	<b>COM</b>	<b>09227q100</b>	<b>2968</b>	<b>160878 SH</b>	<b>Sole</b>	<b>62048</b>	<b>98830</b>
Boeing Co.	COM	097023105	853	14875 SH	Sole	9430	5445
Bruker Corp.	COM	116794108	17104	1283088 SH	Sole	805788	477300
Cameron International Corp.	COM	13342b105	2376	61658 SH	Sole	25258	36400
Carbo Ceramics Inc.	COM	140781105	39869	772505 SH	Sole	358005	414500
Celgene Corp.	COM	151020104	5250	82968 SH	Sole	36963	46005
Cerner Corp.	COM	156782104	6138	137510 SH	Sole	29210	108300
Chattem Inc.	COM	162456107	4575	58523 SH	Sole	21673	36850
<b>Cheesecake Factory The</b>	<b>COM</b>	<b>163072101</b>	<b>5066</b>	<b>346487 SH</b>	<b>Sole</b>	<b>188987</b>	<b>157500</b>
<b>Cheesecake Factory The</b>	<b>COM</b>	<b>163072101</b>	<b>911</b>	<b>62323 SH</b>	<b>Sole</b>	<b>48586</b>	<b>13737</b>
Cisco Systems Inc.	COM	17275r102	2241	99353 SH	Sole	63399	35954

Citigroup Inc.	COM	172967101	1584	77222 SH	Sole	50705	26517
Citrix Systems Inc.	COM	177376100	2154	85275 SH	Sole	32820	52455
Coach Inc.	COM	189754104	5553	221771 SH	Sole	99501	122270
Cognex Corp.	COM	192422103	20764	1029970 SH	Sole	466370	563600
Cognizant Technology Solutions	COM	192446102	2104	92151 SH	Sole	39206	52945
Concur Technologies Inc.	COM	206708109	37999	993175 SH	Sole	433560	559615
Copart Inc.	COM	217204106	4093	107702 SH	Sole	42402	65300
Corning Inc.	COM	219350105	1269	81167 SH	Sole	54074	27093
Covance Inc.	COM	222816100	6057	68516 SH	Sole	35196	33320
DTS Inc	COM	23335C101	36467	1310343 SH	Sole	575273	735070
Danaher Corp.	COM	235851102	677	9750 SH	Sole	2100	7650
Diamond Offshore Drilling Inc.	COM	25271c102	2397	23254 SH	Sole	8889	14365
Dick's Sporting Goods Inc.	COM	253393102	6261	319754 SH	Sole	136379	183375
<b>Diodes Inc.</b>	<b>COM</b>	<b>254543101</b>	<b>20006</b>	<b>1084347 SH</b>	<b>Sole</b>	<b>527457</b>	<b>556890</b>
<b>Diodes Inc.</b>	<b>COM</b>	<b>254543101</b>	<b>2515</b>	<b>136289 SH</b>	<b>Sole</b>	<b>55744</b>	<b>80545</b>
Dionex Corp.	COM	254546104	24730	389140 SH	Sole	167840	221300
Dolby Laboratories Inc. (CI A)	COM	25659t107	34955	993315 SH	Sole	417915	575400
Dynamic Materials Corp.	COM	267888105	13981	602370 SH	Sole	329559	272811
EMC Corp.	COM	268648102	1226	102541 SH	Sole	64206	38335
Ecolab	COM	278865100	4350	89661 SH	Sole	40166	49495
Electronic Arts Inc.	COM	285512109	2686	72623 SH	Sole	26375	46248
Expeditors International of Wa	COM	302130109	4208	120784 SH	Sole	52644	68140
Exxon Mobil Corp	COM	30231g102	373	4803 SH	Sole		4803
FEI Co.	COM	30241l109	31287	1314040 SH	Sole	677740	636300
<b>FLIR Systems Inc.</b>	<b>COM</b>	<b>302445101</b>	<b>43857</b>	<b>1141511 SH</b>	<b>Sole</b>	<b>495303</b>	<b>646208</b>
<b>FLIR Systems Inc.</b>	<b>COM</b>	<b>302445101</b>	<b>4816</b>	<b>125362 SH</b>	<b>Sole</b>	<b>56862</b>	<b>68500</b>
FactSet Research Systems Inc.	COM	303075105	2132	40797 SH	Sole	16592	24205
Fastenal Co.	COM	311900104	4103	83069 SH	Sole	29589	53480
Fluor Corp.	COM	343412102	204	3670 SH	Sole	2400	1270
Gen-Probe Inc.	COM	36866t103	28224	532020 SH	Sole	291865	240155
Genentech, Inc.	COM	368710406	534	6017 SH	Sole	4560	1457
General Electric Co.	COM	369604103	1995	78242 SH	Sole	48582	29660
General Growth Properties Inc.	COM	370021107	159	10525 SH	Sole		10525
Genzyme Corp.	COM	372917104	265	3275 SH	Sole	1600	1675
Gilead Sciences Inc.	COM	375558103	1380	30248 SH	Sole	16206	14042
Goldman Sachs Group Inc.	COM	38141g104	1050	8203 SH	Sole	4885	3318
Google Inc. (CI A)	COM	38259p508	2315	5731 SH	Sole	4167	1564
Green Mountain Coffee Roasters	COM	393122106	28703	729613 SH	Sole	310912	418701
Hansen Natural Corp.	COM	411310105	4677	154605 SH	Sole	72115	82490
HealthExtras Inc.	COM	422211102	3008	115153 SH	Sole	44053	71100
Hewlett-Packard Co.	COM	428236103	1817	39285 SH	Sole	29420	9865
Human Genome Sciences Inc.	COM	444903108	7607	1198002 SH	Sole	573402	624600
IRIS International Inc.	COM	46270w105	11507	642868 SH	Sole	320568	322300
Immucor Inc.	COM	452526106	31908	998385 SH	Sole	578585	419800
Incyte Corp.	COM	45337C102	12810	1674530 SH	Sole	763830	910700
Intel Corp.	COM	458140100	1005	53670 SH	Sole	37350	16320

International Business Machine	COM	459200101	1999	17089 SH	Sole	7395	9694
Intuitive Surgical Inc.	COM	46120e602	1180	4895 SH	Sole	1965	2930
Invesco Ltd.	COM	g491bt108	2226	106085 SH	Sole	106085	
Iron Mountain Inc.	COM	462846106	3352	137324 SH	Sole	51574	85750
J.B. Hunt Transport Services I	COM	445658107	2514	75347 SH	Sole	32032	43315
J.P. Morgan Chase & Co.	COM	46625h100	1869	40013 SH	Sole	27150	12863
Joy Global Inc.	COM	481165108	1885	41753 SH	Sole	21712	20041
Kendle International Inc.	COM	48880I107	24708	552630 SH	Sole	271930	280700
Kensey Nash Corp.	COM	490057106	29632	941910 SH	Sole	459210	482700
MSC Industrial Direct Co (CI A	COM	553530106	3291	71435 SH	Sole	28235	43200
<b>Macrovision Solutions Corp.</b>	<b>COM</b>	<b>55611c108</b>	<b>24976</b>	<b>1623929 SH</b>	<b>Sole</b>	<b>872763</b>	<b>751166</b>
<b>Macrovision Solutions Corp.</b>	<b>COM</b>	<b>55611c108</b>	<b>2252</b>	<b>146417 SH</b>	<b>Sole</b>	<b>57917</b>	<b>88500</b>
Manhattan Associates Inc.	COM	562750109	20852	933410 SH	Sole	423710	509700
Measurement Specialties Inc.	COM	583421102	23240	1332570 SH	Sole	709120	623450
Medicis Pharmaceutical Corp.	COM	584690309	8202	550090 SH	Sole	268890	281200
Medtronic Inc.	COM	585055106	1845	36823 SH	Sole	23652	13171
<b>Meridian Bioscience Inc.</b>	<b>COM</b>	<b>589584101</b>	<b>32266</b>	<b>1111095 SH</b>	<b>Sole</b>	<b>607435</b>	<b>503660</b>
<b>Meridian Bioscience Inc.</b>	<b>COM</b>	<b>589584101</b>	<b>3162</b>	<b>108879 SH</b>	<b>Sole</b>	<b>47144</b>	<b>61735</b>
Microsoft Corp.	COM	594918104	722	27062 SH	Sole	10354	16708
Nabors Industries	COM	g6359f103	1008	40465 SH	Sole	40465	
Neogen Corp.	COM	640491106	23479	833192 SH	Sole	421612	411580
NetApp Inc.	COM	64110d104	3096	169817 SH	Sole	64277	105540
Netscout Systems Inc.	COM	64115t104	20645	1940334 SH	Sole	925360	1014974
Nordstrom Inc.	COM	655664100	4550	157866 SH	Sole	72066	85800
Norfolk Southern Corp.	COM	655844108	948	14321 SH	Sole	11041	3280
Nuance Communications Inc.	COM	67020y100	16243	1332522 SH	Sole	571567	760955
Old Dominion Freight Line Inc.	COM	679580100	1639	57844 SH	Sole	22599	35245
Oracle Corp.	COM	68389X105	1781	87680 SH	Sole	56685	30995
PMC - Sierra Inc.	COM	69344f106	1654	222957 SH	Sole	79140	143817
PROS Holdings	COM	74346y103	23239	2474899 SH	Sole	1381922	1092977
Palomar Medical Technologies I	COM	697529303	12398	921120 SH	Sole	346220	574900
Panera Bread Co. (CI A)	COM	69840w108	13448	264200 SH	Sole	34700	229500
PepsiCo Inc.	COM	713448108	471	6605 SH	Sole	5085	1520
Pharmacopeia, Inc.	COM	7171ep101	76	50900 SH	Sole	29365	21535
Philip Morris International, I	COM	718172109	1324	27521 SH	Sole	22241	5280
Quality Systems Inc.	COM	747582104	41691	986530 SH	Sole	467330	519200
Quanta Services Inc.	COM	74762e102	3547	131340 SH	Sole	44640	86700
Quest Diagnostics Inc.	COM	74834I100	2790	54005 SH	Sole	21835	32170
SPSS Inc.	COM	78462K102	29973	1020865 SH	Sole	465565	555300
Schlumberger Ltd.	COM	806857108	1937	24801 SH	Sole	13736	11065
<b>Sigma Aldrich</b>	<b>COM</b>	<b>826552101</b>	<b>1066</b>	<b>20330 SH</b>	<b>Sole</b>	<b>15530</b>	<b>4800</b>
<b>Sigma Aldrich</b>	<b>COM</b>	<b>826552101</b>	<b>3153</b>	<b>60150 SH</b>	<b>Sole</b>	<b>26725</b>	<b>33425</b>
Smith International Inc.	COM	832110100	3239	55236 SH	Sole	22336	32900
St. Jude Medical Inc.	COM	790849103	6128	140897 SH	Sole	60167	80730
Staples Inc.	COM	855030102	5624	249935 SH	Sole	100087	149848
Starbucks Corp.	COM	855244109	2244	150900 SH	Sole	63720	87180

Stryker Corp.	COM	863667101	203	3265 SH	Sole		3265
Symyx Technologies Inc.	COM	87155s108	15460	1560053 SH	Sole	631184	928869
<b>T. Rowe Price Group Inc.</b>	<b>COM</b>	<b>74144t108</b>	<b>322</b>	<b>6000 SH</b>	<b>Sole</b>		<b>6000</b>
<b>T. Rowe Price Group Inc.</b>	<b>COM</b>	<b>74144t108</b>	<b>7259</b>	<b>135153 SH</b>	<b>Sole</b>	<b>56688</b>	<b>78465</b>
Target Corp.	COM	87612e106	884	18015 SH	Sole	12995	5020
Techne Corp.	COM	878377100	41036	568995 SH	Sole	243795	325200
Textron Inc.	COM	883203101	930	31777 SH	Sole	31777	
Tractor Supply Co.	COM	892356106	5168	122893 SH	Sole	51608	71285
Transocean Inc.	COM	g90073100	618	5630 SH	Sole	3670	1960
Trimble Navigation Ltd	COM	896239100	2212	85553 SH	Sole	34163	51390
Tyco Intl	COM	g9143x208	2493	71193 SH	Sole	69760	1433
Tyler Technologies Inc.	COM	902252105	23792	1568365 SH	Sole	803495	764870
United Natural Foods, Inc.	COM	911163103	2770	110863 SH	Sole	45043	65820
United Technologies Corp.	COM	913017109	1579	26288 SH	Sole	19838	6450
United Therapeutics Corp.	COM	91307c102	3486	33142 SH	Sole	13332	19810
WW Grainger Inc.	COM	384802104	226	2600 SH	Sole		2600
Walgreen Co.	COM	931422109	374	12085 SH	Sole	3890	8195
<b>Waters Corp.</b>	<b>COM</b>	<b>941848103</b>	<b>775</b>	<b>13320 SH</b>	<b>Sole</b>	<b>13320</b>	
<b>Waters Corp.</b>	<b>COM</b>	<b>941848103</b>	<b>4783</b>	<b>82202 SH</b>	<b>Sole</b>	<b>37182</b>	<b>45020</b>
Western Union Co.	COM	959802109	6064	245807 SH	Sole	109992	135815
Whole Foods Market Inc.	COM	966837106	3810	190193 SH	Sole	94553	95640
Willis Group Holdings Ltd.	COM	G96655108	3278	101619 SH	Sole	62019	39600
XTO Energy Inc.	COM	98385x106	226	4855 SH	Sole		4855
York Water Co.	COM	987184108	139	11250 SH	Sole		11250
Rambler Media Ltd.		b06gtj3	772	56476 SH	Sole	56476	
BCM International Fund		66976m813	4528	471711.3 SH	Sole	292111.9	179599.4
BCM Small Company Fund		66976M409	2391	73650.6 SH	Sole	15051.53	58599.07
REPORT SUMMARY	201 DATA RECOI		1389618		0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED		