

BROWN CAPITAL MANAGEMENT, INC.
FORM 13F
December 31, 2008

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Dscretn	Other Managers	Voting Authority		
									Sole	Shared	None
BP plc-ADR		055622104	243	5195.00	SH		Sole				5195.00
Diageo plc (ADS)		25243Q205	744	13106.00	SH		Sole		9136.00		3970.00
Flamel Technologies S.A.-ADR		338488109	315	80288.00	SH		Sole		65809.00		14479.00
Fomento Economico Mexicano, SA		2246039	217	7209.00	SH		Sole		7209.00		
Gmarket Inc.-ADR		38012g100	2284	132406.00	SH		Sole		108507.00		23899.00
KB Financial Group Inc.-ADR		b3dg2y3	940	35878.00	SH		Sole		29403.00		6475.00
Nokia Corp-Spons ADR		654902204	984	63052.00	SH		Sole		51090.00		11962.00
SK Telecom Co., Ltd-ADR		78440p108	1776	97663.00	SH		Sole		79910.00		17753.00
Shire PLC-ADR		82481r106	2981	66580.00	SH		Sole		24995.00		41585.00
Teva Pharmaceuticals Industrie		2883878	2730	64131.00	SH		Sole		52561.00		11570.00
LIC Housing Finance Limited -		b02sg58	1444	152613.00	SH		Sole		125082.00		27531.00
Orascom Telecom-GDR		4007739	2049	75076.00	SH		Sole		61525.00		13551.00
Canadian Natural Resources Ltd	COM	2171573	2043	51742.00	SH		Sole		42409.00		9333.00
Nobel Biocare Holding AG	COM	7385722	1975	98158.00	SH		Sole		80436.00		17722.00
Roche Holdings AG	COM	7110388	475	3111.00	SH		Sole		2550.00		561.00
Swatch Group AG	COM	7184725	1456	10631.00	SH		Sole		8711.00		1920.00
Axa	COM	7088429	1665	75573.00	SH		Sole		61765.00		13808.00
Azimut Holding S.p.A.	COM	b019m65	1793	339806.00	SH		Sole		277732.00		62074.00
Bayerische Motoren Werke (BMW)	COM	5756029	1786	59447.00	SH		Sole		48731.00		10716.00
C&C Group plc	COM	b011y09	1922	953373.00	SH		Sole		780029.00		173344.00
DCC plc	COM	4189477	1937	133358.00	SH		Sole		109319.00		24039.00
Deutsche Telekom AG	COM	5842359	1951	130585.00	SH		Sole		107036.00		23549.00
Kone Oyj-B	COM	b09m9d2	1898	87914.00	SH		Sole		72055.00		15859.00
L'Oreal SA	COM	4057808	1915	22109.00	SH		Sole		18116.00		3993.00
Neopost SA	COM	5617096	3092	34306.00	SH		Sole		28123.00		6183.00
Philips Electronics NV	COM	5986622	1776	92380.00	SH		Sole		75732.00		16648.00
RHJ International	COM	b06s4f0	999	206465.00	SH		Sole		169196.00		37269.00
Raiffeisen International Bank-	COM	b0704t9	1241	46274.00	SH		Sole		37928.00		8346.00
Sanofi-Aventis	COM	5671735	3882	61515.00	SH		Sole		50413.00		11102.00
Tod's S.p.A.	COM	4643735	1236	29547.00	SH		Sole		24214.00		5333.00
British Sky Broadcasting Group	COM	0141192	1597	231458.00	SH		Sole		189699.00		41759.00
Diageo plc	COM	0237400	2062	149217.00	SH		Sole		122288.00		26929.00
Man Group plc	COM	b28kq18	761	222744.00	SH		Sole		182600.00		40144.00
Reed Elsevier plc	COM	b2b0dg9	1706	234680.00	SH		Sole		192025.00		42655.00
SABMiller plc	COM	0483548	1922	114963.00	SH		Sole		94219.00		20744.00

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									Sole	Shared	None
United Business Media plc	COM	b2r84w0	1001	136957.00	SH		Sole		112248.00		24709.00
Vitec Group plc	COM	0929666	1063	313892.00	SH		Sole		257298.00		56594.00
Esprit Holdings Ltd.	COM	6321642	2556	451205.00	SH		Sole		369805.00		81400.00
Ping An Insurance Group Co -H	COM	b01flr7	2234	461800.00	SH		Sole		378300.00		83500.00
Vitasoy International Holdings	COM	6927590	2547	720705.00	SH		Sole		4722305.00		998400.00
Asatsu-DK Inc.	COM	6056052	1686	76562.00	SH		Sole		62762.00		13800.00
Daito Trust Construction Co. L	COM	6250508	2581	49990.00	SH		Sole		41090.00		8900.00
Japan Tobacco Inc.	COM	6474535	3752	1153.00	SH		Sole		947.00		206.00
Meitec Corporation	COM	6576356	1272	74770.00	SH		Sole		61270.00		13500.00
Mitsubishi Estate Company Ltd.	COM	6596729	1416	88700.00	SH		Sole		72700.00		16000.00
Nintendo Co., Ltd.	COM	6639550	2736	7350.00	SH		Sole		6050.00		1300.00
Nissin Healthcare Food Service	COM	6404093	1618	144530.00	SH		Sole		118430.00		26100.00
Yamaha Motor Co. Ltd.	COM	6985264	2038	198210.00	SH		Sole		162510.00		35700.00
Fomento Economico Mexicano, SA	COM	2242059	1733	580277.00	SH		Sole		462515.00		117762.00
Walmart De Mexico SAB de CV	COM	b02yz04	1506	563682.00	SH		Sole		462322.00		101360.00
Singapore Petroleum Company	COM	6812340	1133	719190.00	SH		Sole		589490.00		129700.00
UOB-Kay Hian Holdings Ltd.	COM	6294380	1819	758420.00	SH		Sole		2269420.00		489000.00
ACI Worldwide Inc.	COM	004498101	15478	973461.00	SH		Sole		506975.00		466486.00
AFLAC, Inc.	COM	001055102	1268	27657.00	SH		Sole		12641.00		15016.00
ANSYS Inc.	COM	03662q105	29917	1072685.00	SH		Sole		490946.00		581739.00
Abaxis Inc.	COM	002567105	3365	12099239.00	SH		Sole		1159590.00		939649.00
Abaxis Inc.	COM	002567105	452	28193.00	SH		Sole		28193.00		
Abbott Laboratories	COM	002824100	1546	28976.00	SH		Sole		18866.00		10110.00
Accelrys Inc.	COM	00430u103	3467	795088.00	SH		Sole		305481.00		489607.00
Adobe Systems Inc.	COM	00724f101	388	18206.00	SH		Sole		12391.00		5815.00
Affymetrix Inc.	COM	00826t108	2460	822618.00	SH		Sole		281685.00		540933.00
Akamai Technologies Inc.	COM	00971t101	1103	73076.00	SH		Sole		26818.00		46258.00
Albany Molecular Research Inc.	COM	012423109	10288	1056266.00	SH		Sole		497836.00		558430.00
Allscripts-Misys Healthcare So	COM	01988p108	6373	642455.00	SH		Sole		267839.00		374616.00
American Software Inc. (CI A)	COM	029683109	8969	1908251.00	SH		Sole		977328.00		930923.00
Apple Inc.	COM	037833100	1358	15906.00	SH		Sole		11390.00		4516.00
Balchem Corp.	COM	057665200	22051	885212.00	SH		Sole		399012.00		486200.00
Bank of America Corp.	COM	060505104	168	11902.00	SH		Sole		4620.00		7282.00
Blackbaud Inc.	COM	09227q100	19979	1479904.00	SH		Sole		801346.00		678558.00
Blackbaud Inc.	COM	09227q100	2321	171933.00	SH		Sole		57074.00		114859.00

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									Sole	Shared	None
Bruker Corp.	COM	116794108	52131	290388.00	SH		Sole		805788.00		484600.00
Cameron International Corp.	COM	13342b105	1332	64952.00	SH		Sole		23264.00		41688.00
Carbo Ceramics Inc.	COM	140781105	29368	826572.00	SH		Sole		394115.00		432457.00
Catalyst Health Solutions, Inc	COM	14888b103	2754	113105.00	SH		Sole		34603.00		78502.00
Celgene Corp.	COM	151020104	5643	102077.00	SH		Sole		48580.00		53497.00
Cerner Corp.	COM	156782104	5341	138910.00	SH		Sole		30610.00		108300.00
Chattem Inc.	COM	162456107	4997	69852.00	SH		Sole		19785.00		50067.00
Cheesecake Factory The	COM	163072101	675	66857.00	SH		Sole		44434.00		22423.00
Cisco Systems Inc.	COM	17275r102	1690	103676.00	SH		Sole		73607.00		30069.00
Citrix Systems Inc.	COM	177376100	2107	89410.00	SH		Sole		30100.00		59310.00
Coach Inc.	COM	189754104	5166	248724.00	SH		Sole		113557.00		135167.00
Cognex Corp.	COM	192422103	164351	110458.00	SH		Sole		514523.00		595935.00
Cognizant Technology Solutions	COM	192446102	1737	96176.00	SH		Sole		37796.00		58380.00
Concur Technologies Inc.	COM	206708109	336891	026472.00	SH		Sole		436060.00		590412.00
Copart Inc.	COM	217204106	3081	113315.00	SH		Sole		38731.00		74584.00
Corning Inc.	COM	219350105	1083	113648.00	SH		Sole		87524.00		26124.00
Covance Inc.	COM	222816100	5394	117184.00	SH		Sole		59948.00		57236.00
DTS Inc	COM	23335C101	247661	349670.00	SH		Sole		576973.00		772697.00
DTS Inc	COM	23335C101	372	20262.00	SH		Sole		20262.00		
Danaher Corp.	COM	235851102	535	9455.00	SH		Sole		2100.00		7355.00
Diamond Offshore Drilling Inc.	COM	25271c102	1730	29345.00	SH		Sole		12115.00		17230.00
Dick's Sporting Goods Inc.	COM	253393102	5187	367646.00	SH		Sole		164872.00		202774.00
Diodes Inc.	COM	254543101	106181	752139.00	SH		Sole		973549.00		778590.00
Diodes Inc.	COM	254543101	997	164443.00	SH		Sole		57415.00		107028.00
Dionex Corp.	COM	254546104	19432	433269.00	SH		Sole		199940.00		233329.00
Dolby Laboratories Inc. (CI A)	COM	25659t107	332461	014822.00	SH		Sole		415810.00		599012.00
Dynamic Materials Corp.	COM	267888105	15578	806728.00	SH		Sole		433210.00		373518.00
EMC Corp.	COM	268648102	1394	133177.00	SH		Sole		97747.00		35430.00
Ecolab	COM	278865100	3466	98599.00	SH		Sole		39287.00		59312.00
Expeditors International of Wa	COM	302130109	4261	128078.00	SH		Sole		51538.00		76540.00
Exxon Mobil Corp	COM	30231g102	307	3843.00	SH		Sole				3843.00
FEI Co.	COM	302411109	260371	380522.00	SH		Sole		678240.00		702282.00
FEI Co.	COM	302411109	368	19486.00	SH		Sole		19486.00		
FLIR Systems Inc.	COM	302445101	348261	135151.00	SH		Sole		488943.00		646208.00
FLIR Systems Inc.	COM	302445101	4643	151348.00	SH		Sole		73005.00		78343.00

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									Sole	Shared	None
FactSet Research Systems Inc.	COM	303075105	1865	42147.00	SH		Sole		15158.00		26989.00
Fastenal Co.	COM	311900104	3059	87767.00	SH		Sole		27030.00		60737.00
Gen-Probe Inc.	COM	36866t103	24416	569943.00	SH		Sole		310525.00		259418.00
Genentech, Inc.	COM	368710406	568	6856.00	SH		Sole		5474.00		1382.00
General Electric Co.	COM	369604103	1304	80476.00	SH		Sole		52926.00		27550.00
Genzyme Corp.	COM	372917104	202	3050.00	SH		Sole		1600.00		1450.00
Gilead Sciences Inc.	COM	375558103	2718	53145.00	SH		Sole		36375.00		16770.00
Goldman Sachs Group Inc.	COM	38141g104	695	8236.00	SH		Sole		5239.00		2997.00
Google Inc. (Cl A)	COM	38259p508	2212	7190.00	SH		Sole		5461.00		1729.00
Green Mountain Coffee Roasters	COM	393122106	29808	770235.00	SH		Sole		327412.00		442823.00
Hansen Natural Corp.	COM	411310105	5188	154716.00	SH		Sole		61989.00		92727.00
Hewlett-Packard Co.	COM	428236103	1418	39071.00	SH		Sole		28718.00		10353.00
Human Genome Sciences Inc.	COM	444903108	26551	252432.00	SH		Sole		571702.00		680730.00
IDEXX Laboratories, Inc.	COM	45168d104	1097	30399.00	SH		Sole		10392.00		20007.00
IRIS International Inc.	COM	46270w105	212691	525721.00	SH		Sole		803749.00		721972.00
Immucor Inc.	COM	452526106	282821	064048.00	SH		Sole		610105.00		453943.00
Incyte Corp.	COM	45337C102	64891	712017.00	SH		Sole		757630.00		954387.00
International Business Machine	COM	459200101	1455	17288.00	SH		Sole		7979.00		9309.00
Interwoven Inc.	COM	46114t508	4833	383606.00	SH		Sole		179899.00		203707.00
Intuitive Surgical Inc.	COM	46120e602	656	5163.00	SH		Sole		1794.00		3369.00
Invesco Ltd.	COM	g491bt108	1857	128623.00	SH		Sole		105414.00		23209.00
Iron Mountain Inc.	COM	462846106	3531	142775.00	SH		Sole		47239.00		95536.00
J.B. Hunt Transport Services I	COM	445658107	2065	78613.00	SH		Sole		29600.00		49013.00
J.P. Morgan Chase & Co.	COM	46625h100	1784	56578.00	SH		Sole		44133.00		12445.00
Kendle International Inc.	COM	488801107	16519	642253.00	SH		Sole		330837.00		311416.00
Kensley Nash Corp.	COM	490057106	208331	073332.00	SH		Sole		552179.00		521153.00
MSC Industrial Direct Co (Cl A)	COM	553530106	2773	75293.00	SH		Sole		25768.00		49525.00
Macrovision Solutions Corp.	COM	55611c108	213761	689768.00	SH		Sole		880163.00		809605.00
Macrovision Solutions Corp.	COM	55611c108	1939	153266.00	SH		Sole		53069.00		100197.00
Manhattan Associates Inc.	COM	562750109	15174	959765.00	SH		Sole		411550.00		548215.00
Measurement Specialties Inc.	COM	583421102	106261	528887.00	SH		Sole		813410.00		715477.00
Medicis Pharmaceutical Corp.	COM	584690309	5969	429390.00	SH		Sole		148190.00		281200.00
Medtronic Inc.	COM	585055106	1522	48443.00	SH		Sole		36517.00		11926.00
Meridian Bioscience Inc.	COM	589584101	292391	147969.00	SH		Sole		607429.00		540540.00
Meridian Bioscience Inc.	COM	589584101	3443	135161.00	SH		Sole		63065.00		72096.00

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Nabors Industries	COM	g6359f103	1665	139133.00	SH		Sole		114043.00		25090.00
Neogen Corp.	COM	640491106	21319	853458.00	SH		Sole		415512.00		437946.00
NetApp Inc.	COM	64110d104	2455	175708.00	SH		Sole		58195.00		117513.00
Netscout Systems Inc.	COM	64115t104	17319	2009142.00	SH		Sole		926860.00		1082282.00
Nordstrom Inc.	COM	655664100	2185	164162.00	SH		Sole		68610.00		95552.00
Norfolk Southern Corp.	COM	655844108	607	12903.00	SH		Sole		9941.00		2962.00
Nuance Communications Inc.	COM	67020y100	13792	331322.00	SH		Sole		570367.00		760955.00
Old Dominion Freight Line Inc.	COM	679580100	1567	55070.00	SH		Sole		18825.00		36245.00
Oracle Corp.	COM	68389X105	1758	99128.00	SH		Sole		71718.00		27410.00
PROS Holdings	COM	74346y103	16112	802955.00	SH		Sole		1552707.00		1250248.00
Palomar Medical Technologies I	COM	697529303	9399	815160.00	SH		Sole		217620.00		597540.00
Panera Bread Co. (Cl A)	COM	69840w108	12611	241400.00	SH		Sole		33422.00		207978.00
Parexel International Corporat	COM	699462107	1148	118267.00	SH		Sole		40186.00		78081.00
PepsiCo Inc.	COM	713448108	387	7061.00	SH		Sole		5541.00		1520.00
Philip Morris International, I	COM	718172109	1879	43193.00	SH		Sole		33778.00		9415.00
Praxair Inc.	COM	74005P104	342	5767.00	SH		Sole		3785.00		1982.00
Quality Systems Inc.	COM	747582104	40817	935742.00	SH		Sole		444355.00		491387.00
Quanta Services Inc.	COM	74762e102	2742	138461.00	SH		Sole		40830.00		97631.00
Quest Diagnostics Inc.	COM	74834l100	2778	53517.00	SH		Sole		18199.00		35318.00
SPSS Inc.	COM	78462K102	29676	100753.00	SH		Sole		508865.00		591888.00
SPSS Inc.	COM	78462k102	479	17774.00	SH		Sole		17774.00		
Schlumberger Ltd.	COM	806857108	1175	27762.00	SH		Sole		16617.00		11145.00
Sigma Aldrich	COM	826552101	1066	25246.00	SH		Sole		20446.00		4800.00
Sigma Aldrich	COM	826552101	2688	63630.00	SH		Sole		26184.00		37446.00
Smith International Inc.	COM	832110100	1327	57994.00	SH		Sole		20521.00		37473.00
St. Jude Medical Inc.	COM	790849103	5456	165540.00	SH		Sole		63713.00		101827.00
Staples Inc.	COM	855030102	4598	256568.00	SH		Sole		96271.00		160297.00
Starbucks Corp.	COM	855244109	1557	164555.00	SH		Sole		65467.00		99088.00
Symyx Technologies Inc.	COM	87155s108	95111	601164.00	SH		Sole		631184.00		969980.00
T. Rowe Price Group Inc.	COM	74144t108	213	6000.00	SH		Sole				6000.00
T. Rowe Price Group Inc.	COM	74144t108	8677	244848.00	SH		Sole		107834.00		137014.00
Target Corp.	COM	87612e106	637	18439.00	SH		Sole		13524.00		4915.00
Technique Corp.	COM	878377100	35369	548183.00	SH		Sole		240475.00		307708.00
Textron Inc.	COM	883203101	490	35293.00	SH		Sole		29191.00		6102.00
Tractor Supply Co.	COM	892356106	5100	141116.00	SH		Sole		62490.00		78626.00

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Transocean Ltd.	COM	h8817h100	790	16724.00	SH		Sole		13001.00		3723.00
Trimble Navigation Ltd	COM	896239100	3090	142998.00	SH		Sole		48882.00		94116.00
Tyco International Ltd	COM	g9143x208	1859	86060.00	SH		Sole		69425.00		16635.00
Tyler Technologies Inc.	COM	902252105	19559	632657.00	SH		Sole		804895.00		827762.00
United Natural Foods, Inc.	COM	911163103	2464	138255.00	SH		Sole		47531.00		90724.00
United Technologies Corp.	COM	913017109	2085	38902.00	SH		Sole		32457.00		6445.00
United Therapeutics Corp.	COM	91307c102	2689	42983.00	SH		Sole		14469.00		28514.00
WW Grainger Inc.	COM	384802104	205	2600.00	SH		Sole				2600.00
Walgreen Co.	COM	931422109	307	12430.00	SH		Sole		4795.00		7635.00
Waters Corp.	COM	941848103	638	17415.00	SH		Sole		17415.00		
Waters Corp.	COM	941848103	3149	85930.00	SH		Sole		36060.00		49870.00
Western Union Co.	COM	959802109	3726	259810.00	SH		Sole		106189.00		153621.00
Whole Foods Market Inc.	COM	966837106	2208	233889.00	SH		Sole		122057.00		111832.00
Willis Group Holdings Ltd.	COM	G96655108	1729	69502.00	SH		Sole		24140.00		45362.00
XTO Energy Inc.	COM	98385x106	654	18529.00	SH		Sole		8862.00		9667.00
York Water Co.	COM	987184108	137	11250.00	SH		Sole				11250.00
Rambler Media Ltd.		b06gtj3	209	68469.00	SH		Sole		56110.00		12359.00
BCM International Fund		66976m813	3355	194105.398	SH		Sole		300140.116		193965.282
BCM Small Company Fund		66976M409	1733	70380.335	SH		Sole		15259.655		55120.680
REPORT SUMMARY	194 DATA RECORDS		1153515			0	OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED				

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