

BROWN CAPITAL MANAGEMENT, INC.  
**FORM 13F**  
*March 31, 2009*

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	208	5195.00	SH		Sole				5195.00
Baidu Inc.		056752108	648	3668.00	SH		Sole		3068.00		600.00
Diageo plc (ADS)		25243Q205	817	18260.00	SH		Sole		14290.00		3970.00
Flamel Technologies S.A.-ADR		338488109	482	80352.00	SH		Sole		65873.00		14479.00
Gerdau S.A. ADR		373737105	291	53205.00	SH		Sole		53205.00		
Gmarket Inc.-ADR		38012g100	2174	132497.00	SH		Sole		108598.00		23899.00
KB Financial Group Inc.-ADR		b3dg2y3	863	35574.00	SH		Sole		29099.00		6475.00
Nokia Corp-Spons ADR		654902204	730	62524.00	SH		Sole		50562.00		11962.00
SK Telecom Co., Ltd-ADR		78440p108	1510	97731.00	SH		Sole		79978.00		17753.00
Shire PLC-ADR		82481r106	2017	56135.00	SH		Sole		14550.00		41585.00
Smith & Nephew PLC ADR		83175m205	252	8074.00	SH		Sole		8074.00		
Teva Pharmaceuticals Industrie		2883878	3056	67845.00	SH		Sole		56275.00		11570.00
LIC Housing Finance Limited -		b02sg58	1350	152613.00	SH		Sole		125082.00		27531.00
Orascom Telecom-GDR		4007739	1687	75374.00	SH		Sole		61823.00		13551.00
Canadian Natural Resources Ltd	COM	2171573	1076	27666.00	SH		Sole		22834.00		4832.00
Nestle SA	COM	7123870	1581	46715.00	SH		Sole		38614.00		8101.00
Nobel Biocare Holding AG	COM	7385722	1678	98226.00	SH		Sole		80504.00		17722.00
Roche Holdings AG	COM	7110388	683	4972.00	SH		Sole		4092.00		880.00
Swatch Group AG	COM	7184725	1287	10639.00	SH		Sole		8719.00		1920.00
Azimut Holding S.p.A.	COM	b019m65	1819	340548.00	SH		Sole		278474.00		62074.00
Bayerische Motoren Werke (BMW)	COM	5756029	1413	48839.00	SH		Sole		40196.00		8643.00
C&C Group plc	COM	b011y09	1841	1066587.00	SH		Sole		877564.00		189023.00
DCC plc	COM	4189477	2020	133468.00	SH		Sole		109429.00		24039.00
Deutsche Telekom AG	COM	5842359	711	57263.00	SH		Sole		47035.00		10228.00
Kone Oyj-B	COM	b09m9d2	1853	89441.00	SH		Sole		73582.00		15859.00
Neopost SA	COM	5617096	2662	34335.00	SH		Sole		28152.00		6183.00
RHJ International	COM	b06s4f0	738	206608.00	SH		Sole		169339.00		37269.00
Raiffeisen International Bank-	COM	b0704t9	2144	76143.00	SH		Sole		62997.00		13146.00
Sanofi-Aventis	COM	5671735	3432	60994.00	SH		Sole		49892.00		11102.00
Tod's S.p.A.	COM	4643735	959	22530.00	SH		Sole		18539.00		3991.00
BP PLC	COM	0798059	2181	322717.00	SH		Sole		266767.00		55950.00
British Sky Broadcasting Group	COM	0141192	1043	167931.00	SH		Sole		138153.00		29778.00
Diageo plc	COM	0237400	1684	149340.00	SH		Sole		122411.00		26929.00
Reed Elsevier plc	COM	b2b0dg9	1688	235066.00	SH		Sole		192411.00		42655.00
SABMiller plc	COM	0483548	1439	96824.00	SH		Sole		79924.00		16900.00

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									Sole	Shared	None
United Business Media plc	COM	b2r84w0	844	138371.00	SH		Sole		113662.00		24709.00
Vitec Group plc	COM	0929666	848	379205.00	SH		Sole		311513.00		67692.00
Esprit Holdings Ltd.	COM	6321642	2302	451605.00	SH		Sole		370205.00		81400.00
Ping An Insurance Group Co -H	COM	b01flr7	2801	469300.00	SH		Sole		385800.00		83500.00
Vitasoy International Holdings	COM	6927590	1483	460705.00	SH		Sole		2844105.00		616600.00
Asatsu-DK Inc.	COM	6056052	1544	92662.00	SH		Sole		76262.00		16400.00
Daito Trust Construction Co. L	COM	6250508	1152	34490.00	SH		Sole		28190.00		6300.00
Japan Tobacco Inc.	COM	6474535	3315	1250.00	SH		Sole		1033.00		217.00
Meitec Corporation	COM	6576356	923	74970.00	SH		Sole		61470.00		13500.00
Mitsubishi Estate Company Ltd.	COM	6596729	1358	121700.00	SH		Sole		100700.00		21000.00
Nintendo Co., Ltd.	COM	6639550	2117	7350.00	SH		Sole		6050.00		1300.00
Nissin Healthcare Food Service	COM	6404093	1436	148495.00	SH		Sole		122395.00		26100.00
Sapporo Holdings Ltd.	COM	6776907	1386	366932.00	SH		Sole		303932.00		63000.00
Suruga Bank Ltd.	COM	6864329	836	102000.00	SH		Sole		85000.00		17000.00
Yamaha Motor Co. Ltd.	COM	6985264	1963	221610.00	SH		Sole		182410.00		39200.00
Fomento Economico Mexicano, SA	COM	2242059	1325	521138.00	SH		Sole		419776.00		101362.00
Walmart De Mexico SAB de CV	COM	b02yz04	1155	492497.00	SH		Sole		405237.00		87260.00
Singapore Petroleum Company	COM	6812340	1681	893419.00	SH		Sole		735719.00		157700.00
UOB-Kay Hian Holdings Ltd.	COM	6294380	2005	2770974.00	SH		Sole		2272974.00		498000.00
ACI Worldwide Inc.	COM	004498101	18163	968711.00	SH		Sole		502225.00		466486.00
ANSYS Inc.	COM	03662q105	26794	067485.00	SH		Sole		485746.00		581739.00
Abaxis Inc.	COM	002567105	3487	0222606.00	SH		Sole		1082957.00		939649.00
Abaxis Inc.	COM	002567105	485	28148.00	SH		Sole		28148.00		
Abbott Laboratories	COM	002824100	1352	28350.00	SH		Sole		18870.00		9480.00
Accelrys Inc.	COM	00430u103	3164	795088.00	SH		Sole		305481.00		489607.00
Adobe Systems Inc.	COM	00724f101	379	17736.00	SH		Sole		12401.00		5335.00
Affymetrix Inc.	COM	00826t108	2690	822618.00	SH		Sole		281685.00		540933.00
Akamai Technologies Inc.	COM	00971t101	1777	91623.00	SH		Sole		21249.00		70374.00
Albany Molecular Research Inc.	COM	012423109	9961	056266.00	SH		Sole		497836.00		558430.00
Allscripts-Misys Healthcare So	COM	01988p108	4652	452073.00	SH		Sole		160714.00		291359.00
American Software Inc. (CI A)	COM	029683109	1003	11903501.00	SH		Sole		972578.00		930923.00
Apple Inc.	COM	037833100	1122	10670.00	SH		Sole		7592.00		3078.00
Balchem Corp.	COM	057665200	22046	877267.00	SH		Sole		391067.00		486200.00
Blackbaud Inc.	COM	09227q100	17237	484704.00	SH		Sole		806146.00		678558.00
Blackbaud Inc.	COM	09227q100	1833	157858.00	SH		Sole		36792.00		121066.00

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									Sole	Shared	None
Bruker Corp.	COM	116794108	7949	290388.00	SH		Sole		805788.00		484600.00
Cameron International Corp.	COM	13342b105	2187	99727.00	SH		Sole		22789.00		76938.00
Carbo Ceramics Inc.	COM	140781105	24091	847068.00	SH		Sole		414611.00		432457.00
Celgene Corp.	COM	151020104	4113	92625.00	SH		Sole		39508.00		53117.00
Cerner Corp.	COM	156782104	6108	138910.00	SH		Sole		30610.00		108300.00
Chatterm Inc.	COM	162456107	3466	61837.00	SH		Sole		11770.00		50067.00
Cisco Systems Inc.	COM	17275r102	1719	102492.00	SH		Sole		73623.00		28869.00
Citrix Systems Inc.	COM	177376100	1753	77410.00	SH		Sole		18100.00		59310.00
Coach Inc.	COM	189754104	3721	222820.00	SH		Sole		88533.00		134287.00
Cognex Corp.	COM	192422103	149371	118858.00	SH		Sole		522923.00		595935.00
Concur Technologies Inc.	COM	206708109	195321	017847.00	SH		Sole		427435.00		590412.00
Copart Inc.	COM	217204106	2880	97115.00	SH		Sole		22531.00		74584.00
Corning Inc.	COM	219350105	1584	119354.00	SH		Sole		94810.00		24544.00
Covance Inc.	COM	222816100	3923	110095.00	SH		Sole		49050.00		61045.00
DTS Inc	COM	23335C101	323441	344320.00	SH		Sole		571623.00		772697.00
DTS Inc	COM	23335C101	488	20262.00	SH		Sole		20262.00		
Danaher Corp.	COM	235851102	418	7705.00	SH		Sole		500.00		7205.00
Diamond Offshore Drilling Inc.	COM	25271c102	3181	50610.00	SH		Sole		14921.00		35689.00
Dick's Sporting Goods Inc.	COM	253393102	4702	329497.00	SH		Sole		127623.00		201874.00
Diodes Inc.	COM	254543101	186011	753139.00	SH		Sole		974549.00		778590.00
Diodes Inc.	COM	254543101	2206	207949.00	SH		Sole		48263.00		159686.00
Dionex Corp.	COM	254546104	20387	431469.00	SH		Sole		198140.00		233329.00
Dolby Laboratories Inc. (CI A)	COM	25659t107	343281	006322.00	SH		Sole		407310.00		599012.00
Dynamic Materials Corp.	COM	267888105	7787	850098.00	SH		Sole		476580.00		373518.00
EMC Corp.	COM	268648102	1497	131350.00	SH		Sole		97920.00		33430.00
Ecolab	COM	278865100	3408	98130.00	SH		Sole		31403.00		66727.00
Expeditors International of Wa	COM	302130109	3162	111759.00	SH		Sole		35499.00		76260.00
Exxon Mobil Corp	COM	30231g102	262	3843.00	SH		Sole				3843.00
FEI Co.	COM	302411109	213741	385222.00	SH		Sole		682940.00		702282.00
FEI Co.	COM	302411109	301	19486.00	SH		Sole		19486.00		
FLIR Systems Inc.	COM	302445101	230291	124473.00	SH		Sole		478265.00		646208.00
FLIR Systems Inc.	COM	302445101	2870	140125.00	SH		Sole		58977.00		81148.00
FactSet Research Systems Inc.	COM	303075105	2143	42873.00	SH		Sole		9948.00		32925.00
Family Dollar Stores	COM	307000109	612	18335.00	SH		Sole		4257.00		14078.00
Fastenal Co.	COM	311900104	2457	76407.00	SH		Sole		15730.00		60677.00

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									Sole	Shared	None
Gen-Probe Inc.	COM	36866t103	25978	569943.00	SH		Sole		310525.00		259418.00
General Electric Co.	COM	369604103	798	78967.00	SH		Sole		52917.00		26050.00
Gilead Sciences Inc.	COM	375558103	2607	56293.00	SH		Sole		40135.00		16158.00
Goldman Sachs Group Inc.	COM	38141g104	1063	10029.00	SH		Sole		6137.00		3892.00
Google Inc. (Cl A)	COM	38259p508	2466	7085.00	SH		Sole		5456.00		1629.00
Green Mountain Coffee Roasters	COM	393122106	34249	713514.00	SH		Sole		308944.00		404570.00
Hansen Natural Corp.	COM	411310105	4573	127035.00	SH		Sole		38442.00		88593.00
Hewlett-Packard Co.	COM	428236103	1223	38135.00	SH		Sole		28782.00		9353.00
Human Genome Sciences Inc.	COM	444903108	10401	252432.00	SH		Sole		571702.00		680730.00
IDEXX Laboratories, Inc.	COM	45168d104	1520	43942.00	SH		Sole		12086.00		31856.00
IRIS International Inc.	COM	46270w105	18791	1629735.00	SH		Sole		907763.00		721972.00
Immucor Inc.	COM	452526106	26761	1064048.00	SH		Sole		610105.00		453943.00
Incyte Corp.	COM	45337C102	40061	712017.00	SH		Sole		757630.00		954387.00
International Business Machine	COM	459200101	1687	17409.00	SH		Sole		8158.00		9251.00
Intuitive Surgical Inc.	COM	46120e602	422	4423.00	SH		Sole		1054.00		3369.00
Invesco Ltd.	COM	g491bt108	1784	128718.00	SH		Sole		105509.00		23209.00
Iron Mountain Inc.	COM	462846106	2783	125545.00	SH		Sole		28999.00		96546.00
J.B. Hunt Transport Services I	COM	445658107	1645	68213.00	SH		Sole		19200.00		49013.00
J.P. Morgan Chase & Co.	COM	46625h100	1850	69612.00	SH		Sole		53395.00		16217.00
Kendle International Inc.	COM	488801107	13421	640303.00	SH		Sole		328887.00		311416.00
Kensley Nash Corp.	COM	490057106	231801	089783.00	SH		Sole		568630.00		521153.00
MSC Industrial Direct Co (Cl A	COM	553530106	1459	46973.00	SH		Sole		10912.00		36061.00
Macrovision Solutions Corp.	COM	55611c108	300001	686368.00	SH		Sole		876763.00		809605.00
Macrovision Solutions Corp.	COM	55611c108	2346	131866.00	SH		Sole		31669.00		100197.00
Manhattan Associates Inc.	COM	562750109	16623	959765.00	SH		Sole		411550.00		548215.00
Measurement Specialties Inc.	COM	583421102	62821	535887.00	SH		Sole		820410.00		715477.00
Medicis Pharmaceutical Corp.	COM	584690309	5312	429390.00	SH		Sole		148190.00		281200.00
Medtronic Inc.	COM	585055106	1388	47113.00	SH		Sole		36002.00		11111.00
Meridian Bioscience Inc.	COM	589584101	214661	184655.00	SH		Sole		644115.00		540540.00
Meridian Bioscience Inc.	COM	589584101	2169	119716.00	SH		Sole		47620.00		72096.00
Nabors Industries	COM	g6359f103	1747	174914.00	SH		Sole		144481.00		30433.00
Neogen Corp.	COM	640491106	19012	870908.00	SH		Sole		432962.00		437946.00
NetApp Inc.	COM	64110d104	2303	155193.00	SH		Sole		37680.00		117513.00
Netscout Systems Inc.	COM	64115t104	142581	991387.00	SH		Sole		909105.00		1082282.00
Norfolk Southern Corp.	COM	655844108	429	12718.00	SH		Sole		9956.00		2762.00

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									Sole	Shared	None
Nuance Communications Inc.	COM	67020y100	14377	323840.00	SH		Sole		562885.00		760955.00
Old Dominion Freight Line Inc.	COM	679580100	1110	47239.00	SH		Sole		10994.00		36245.00
Oracle Corp.	COM	68389X105	1768	97832.00	SH		Sole		71822.00		26010.00
PROS Holdings	COM	74346y103	1303	2802955.00	SH		Sole		1552707.00		1250248.00
Palomar Medical Technologies I	COM	697529303	5918	815160.00	SH		Sole		217620.00		597540.00
Panera Bread Co. (Cl A)	COM	69840w108	13400	239721.00	SH		Sole		31743.00		207978.00
Parexel International Corporat	COM	699462107	1504	154603.00	SH		Sole		35916.00		118687.00
Philip Morris International, I	COM	718172109	1656	46550.00	SH		Sole		35242.00		11308.00
Praxair Inc.	COM	74005P104	607	9020.00	SH		Sole		6140.00		2880.00
Quality Systems Inc.	COM	747582104	40001	884007.00	SH		Sole		428770.00		455237.00
Quanta Services Inc.	COM	74762e102	2901	135254.00	SH		Sole		31525.00		103729.00
Quest Diagnostics Inc.	COM	748341100	2081	43829.00	SH		Sole		8561.00		35268.00
SPSS Inc.	COM	78462K102	31178	096653.00	SH		Sole		504765.00		591888.00
SPSS Inc.	COM	78462k102	505	17774.00	SH		Sole		17774.00		
Schlumberger Ltd.	COM	806857108	1150	28304.00	SH		Sole		17241.00		11063.00
Sigma Aldrich	COM	826552101	954	25246.00	SH		Sole		20446.00		4800.00
Sigma Aldrich	COM	826552101	2397	63421.00	SH		Sole		20423.00		42998.00
Smith International Inc.	COM	832110100	1074	49994.00	SH		Sole		12521.00		37473.00
St. Jude Medical Inc.	COM	790849103	5236	144121.00	SH		Sole		42364.00		101757.00
Staples Inc.	COM	855030102	2900	160108.00	SH		Sole		52073.00		108035.00
Starbucks Corp.	COM	855244109	1636	147214.00	SH		Sole		48726.00		98488.00
Stifel Financial Corp.	COM	860630102	936	21616.00	SH		Sole		5013.00		16603.00
Symyx Technologies Inc.	COM	87155s108	7125	1601164.00	SH		Sole		631184.00		969980.00
T. Rowe Price Group Inc.	COM	74144t108	6607	228941.00	SH		Sole		92598.00		136343.00
Target Corp.	COM	87612e106	524	15251.00	SH		Sole		11380.00		3871.00
Techne Corp.	COM	878377100	30040	549083.00	SH		Sole		241375.00		307708.00
Tractor Supply Co.	COM	892356106	4744	131571.00	SH		Sole		49840.00		81731.00
Transocean Ltd.	COM	h8817h100	1438	24444.00	SH		Sole		19341.00		5103.00
Trimble Navigation Ltd	COM	896239100	1874	122665.00	SH		Sole		28549.00		94116.00
Tyco International Ltd	COM	H89128104	1658	84767.00	SH		Sole		69490.00		15277.00
Tyler Technologies Inc.	COM	902252105	23672	1618047.00	SH		Sole		790285.00		827762.00
United Natural Foods, Inc.	COM	911163103	2248	118520.00	SH		Sole		27796.00		90724.00
United Technologies Corp.	COM	913017109	1596	37141.00	SH		Sole		31196.00		5945.00
United Therapeutics Corp.	COM	91307c102	1606	24296.00	SH		Sole		5845.00		18451.00
Wal-Mart Stores Inc.	COM	931142103	972	18663.00	SH		Sole		11612.00		7051.00

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									Sole	Shared	None
Walgreen Co.	COM	931422109	408	15714.00	SH		Sole		7570.00		8144.00
Waters Corp.	COM	941848103	643	17415.00	SH		Sole		17415.00		
Waters Corp.	COM	941848103	2799	75764.00	SH		Sole		26294.00		49470.00
Western Union Co.	COM	959802109	2855	227113.00	SH		Sole		74192.00		152921.00
Whole Foods Market Inc.	COM	966837106	2999	178488.00	SH		Sole		67156.00		111332.00
Willis Group Holdings Ltd.	COM	G96655108	1305	59302.00	SH		Sole		13940.00		45362.00
XTO Energy Inc.	COM	98385x106	562	18356.00	SH		Sole		8927.00		9429.00
York Water Co.	COM	987184108	139	11250.00	SH		Sole				11250.00
Rambler Media Ltd.	b06gtj3		260	69044.00	SH		Sole		56685.00		12359.00
BCM Balanced Fund	66976M201		2893	257609.838	SH		Sole				257609.838
BCM International Fund	66976m813		3239	40789.148	SH		Sole		375953.812		164835.336
BCM Small Company Fund	66976M409		2125	89611.550	SH		Sole		15259.655		74351.895
REPORT SUMMARY	187 DATA RECORDS		1067860			0	OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED				

Do not save this screen as a text file. This report automatically creates the text file infatable.txt, which meets all SEC filing requirements. For details on the location of this text file, see your 705 Report documentation.