

BROWN CAPITAL MANAGEMENT, INC.  
**FORM 13F**  
*June 30, 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	219	4595.00	SH		Sole				4595.00
Diageo plc (ADS)		25243Q205	486	8482.00	SH		Sole		5502.00		2980.00
Flamel Technologies S.A.-ADR		338488109	570	81362.00	SH		Sole		66883.00		14479.00
Fomento Economico Mexicano, SA		2246039	211	6552.00	SH		Sole		6552.00		
Gerdau S.A. ADR		373737105	139	13306.00	SH		Sole		13306.00		
Icon plc-ADR		45103t107	1179	54637.00	SH		Sole		45244.00		9393.00
Nokia Corp-Spons ADR		654902204	912	62524.00	SH		Sole		50562.00		11962.00
SK Telecom Co., Ltd-ADR		78440p108	1919	126684.00	SH		Sole		104412.00		22272.00
Sanofi-Aventis ADR		80105n105	206	7000.00	SH		Sole		7000.00		
Sasol Ltd.- ADR		803866300	1773	50920.00	SH		Sole		41658.00		9262.00
Shire PLC-ADR		82481r106	2444	58930.00	SH		Sole		17345.00		41585.00
Smith & Nephew PLC ADR		83175m205	301	8074.00	SH		Sole		8074.00		
Teva Pharmaceuticals Industrie		2883878	3388	68659.00	SH		Sole		57089.00		11570.00
LIC Housing Finance Limited -		b02sg58	2493	96570.00	SH		Sole		79916.00		16654.00
Orascom Telecom-GDR		4007739	2005	75374.00	SH		Sole		61823.00		13551.00
Redflex Holdings Ltd.	COM	6742492	1934	178677.00	SH		Sole		976036.00		202641.00
Canadian Natural Resources Ltd	COM	2171573	1947	36961.00	SH		Sole		30591.00		6370.00
Nestle SA	COM	7123870	4038	107331.00	SH		Sole		88821.00		18510.00
Nobel Biocare Holding AG	COM	7385722	2169	99468.00	SH		Sole		81746.00		17722.00
Roche Holdings AG	COM	7110388	1219	8978.00	SH		Sole		7451.00		1527.00
Swatch Group AG	COM	7184725	1727	10774.00	SH		Sole		8854.00		1920.00
Azimut Holding S.p.A.	COM	b019m65	3266	344719.00	SH		Sole		282645.00		62074.00
Bayerische Motoren Werke (BMW)	COM	5756029	1862	49458.00	SH		Sole		40815.00		8643.00
C&C Group plc	COM	b011y09	2773	823867.00	SH		Sole		682055.00		141812.00
DCC plc	COM	4189477	2639	127999.00	SH		Sole		103960.00		24039.00
Kone Oyj-B	COM	b09m9d2	2773	90551.00	SH		Sole		74692.00		15859.00
Neopost SA	COM	5617096	3121	34769.00	SH		Sole		28586.00		6183.00
RHJ International	COM	b06s4f0	1335	209224.00	SH		Sole		171955.00		37269.00
Raiffeisen International Bank-	COM	b0704t9	1929	55570.00	SH		Sole		45990.00		9580.00
Sanofi-Aventis	COM	5671735	3627	61760.00	SH		Sole		50658.00		11102.00
Tod's S.p.A.	COM	4643735	1299	22816.00	SH		Sole		18825.00		3991.00
Total Produce PLC	COM	B1L9ZC9	827	901398.00	SH		Sole		1573555.00		327843.00
Wolters Kluwer NV	COM	5671519	2043	116980.00	SH		Sole		96866.00		20114.00
BP PLC	COM	0798059	2582	328184.00	SH		Sole		272234.00		55950.00
British Sky Broadcasting Group	COM	0141192	1274	170061.00	SH		Sole		140283.00		29778.00

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									Sole	Shared	None
Diageo plc	COM	0237400	2170	151201.00	SH		Sole		124272.00		26929.00
International Personal Finance	COM	B1YKG04	1936	1605039.00	SH		Sole		1329123.00		275916.00
Reed Elsevier plc	COM	b2b0dg9	1773	237977.00	SH		Sole		195322.00		42655.00
United Business Media plc	COM	b2r84w0	1159	176259.00	SH		Sole		145881.00		30378.00
Vitec Group plc	COM	0929666	1643	383620.00	SH		Sole		316404.00		67216.00
Chaoda Modern Agriculture Ltd.	COM	6313490	2206	758000.00	SH		Sole		3110000.00		648000.00
Esprit Holdings Ltd.	COM	6321642	2551	457205.00	SH		Sole		375805.00		81400.00
Ping An Insurance Group Co -H	COM	b01flr7	2929	432800.00	SH		Sole		358300.00		74500.00
Vitasoy International Holdings	COM	6927590	1846	506705.00	SH		Sole		2890105.00		616600.00
Asatsu-DK Inc.	COM	6056052	2121	93862.00	SH		Sole		77462.00		16400.00
Daibiru Corp	COM	6661672	2161	250900.00	SH		Sole		214900.00		36000.00
Japan Tobacco Inc.	COM	6474535	5193	1659.00	SH		Sole		1373.00		286.00
Meitec Corporation	COM	6576356	1313	76070.00	SH		Sole		62570.00		13500.00
Mitsubishi Estate Company Ltd.	COM	6596729	2333	139700.00	SH		Sole		118700.00		21000.00
Nintendo Co., Ltd.	COM	6639550	1228	4450.00	SH		Sole		3650.00		800.00
Nissin Healthcare Food Service	COM	6404093	1769	150495.00	SH		Sole		124395.00		26100.00
Sapporo Holdings Ltd.	COM	6776907	2141	372932.00	SH		Sole		309932.00		63000.00
Suruga Bank Ltd.	COM	6864329	2439	255000.00	SH		Sole		210900.00		44100.00
Yamaha Motor Co. Ltd.	COM	6985264	2496	224410.00	SH		Sole		185210.00		39200.00
Fomento Economico Mexicano, SA	COM	2242059	1696	526638.00	SH		Sole		425276.00		101362.00
Walmart De Mexico SAB de CV	COM	b02yz04	1476	498897.00	SH		Sole		411637.00		87260.00
UOB-Kay Hian Holdings Ltd.	COM	6294380	2592	806974.00	SH		Sole		2308974.00		498000.00
ACI Worldwide Inc.	COM	004498101	1677	81201871.00	SH		Sole		514225.00		687646.00
AFLAC, Inc.	COM	001055102	544	17511.00	SH		Sole		13517.00		3994.00
ANSYS Inc.	COM	03662q105	3800	71219725.00	SH		Sole		487286.00		732439.00
Abaxis Inc.	COM	002567105	4813	2343232.00	SH		Sole		1097067.00		1246165.00
Abaxis Inc.	COM	002567105	581	28289.00	SH		Sole		7209.00		21080.00
Abbott Laboratories	COM	002824100	987	20982.00	SH		Sole		11673.00		9309.00
Accelrys Inc.	COM	00430u103	6962	177963.00	SH		Sole		357556.00		820407.00
Affymetrix Inc.	COM	00826t108	7482	261754.00	SH		Sole		325885.00		935869.00
Akamai Technologies Inc.	COM	00971t101	1837	95789.00	SH		Sole		25415.00		70374.00
Albany Molecular Research Inc.	COM	012423109	1271	11514961.00	SH		Sole		697433.00		817528.00
Allscripts-Misys Healthcare So	COM	01988p108	7317	461341.00	SH		Sole		135476.00		325865.00
American Software Inc. (CI A)	COM	029683109	1349	2342793.00	SH		Sole		1007078.00		1335715.00
Apple Inc.	COM	037833100	943	6623.00	SH		Sole		4015.00		2608.00

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									Sole	Shared	None
BMC Software	COM	055921100	203	6000.00	SH		Sole				6000.00
Balchem Corp.	COM	057665200	270631	103722.00	SH		Sole		459292.00		644430.00
Bank of America Corp.	COM	060505104	303	22966.00	SH		Sole		17770.00		5196.00
Blackbaud Inc.	COM	09227q100	267711	721626.00	SH		Sole		817857.00		903769.00
Blackbaud Inc.	COM	09227q100	2563	164796.00	SH		Sole		43730.00		121066.00
Bruker Corp.	COM	116794108	120541	301691.00	SH		Sole		817091.00		484600.00
Cameron International Corp.	COM	13342b105	2948	104157.00	SH		Sole		27219.00		76938.00
Carbo Ceramics Inc.	COM	140781105	380921	113797.00	SH		Sole		495220.00		618577.00
Celgene Corp.	COM	151020104	7024	146817.00	SH		Sole		45234.00		101583.00
Cerner Corp.	COM	156782104	8597	138010.00	SH		Sole		29710.00		108300.00
Chattem Inc.	COM	162456107	4365	64102.00	SH		Sole		14035.00		50067.00
Cisco Systems Inc.	COM	17275r102	1823	97811.00	SH		Sole		43899.00		53912.00
Citigroup Inc.	COM	172967101	220	74025.00	SH		Sole		54850.00		19175.00
Citrix Systems Inc.	COM	177376100	2585	81072.00	SH		Sole		21762.00		59310.00
Coach Inc.	COM	189754104	5981	222503.00	SH		Sole		68765.00		153738.00
Cognex Corp.	COM	192422103	196581	391213.00	SH		Sole		608742.00		782471.00
Concur Technologies Inc.	COM	206708109	411461	323877.00	SH		Sole		504522.00		819355.00
Copart Inc.	COM	217204106	3515	101382.00	SH		Sole		26798.00		74584.00
Corning Inc.	COM	219350105	1259	78408.00	SH		Sole		19688.00		58720.00
Covance Inc.	COM	222816100	5667	115192.00	SH		Sole		42644.00		72548.00
DTS Inc	COM	23335C101	411851	521435.00	SH		Sole		571133.00		950302.00
DTS Inc	COM	23335C101	483	17842.00	SH		Sole		3708.00		14134.00
Danaher Corp.	COM	235851102	446	7225.00	SH		Sole		500.00		6725.00
Diamond Offshore Drilling Inc.	COM	25271c102	5145	61956.00	SH		Sole		16029.00		45927.00
Dick's Sporting Goods Inc.	COM	253393102	4704	273496.00	SH		Sole		82422.00		191074.00
Diodes Inc.	COM	254543101	332661	126993.00	SH		Sole		997249.00		1129744.00
Diodes Inc.	COM	254543101	3399	217308.00	SH		Sole		57622.00		159686.00
Dionex Corp.	COM	254546104	30635	501961.00	SH		Sole		202340.00		299621.00
Dolby Laboratories Inc. (Cl A)	COM	25659t107	409741	099078.00	SH		Sole		403090.00		695988.00
Dynamic Materials Corp.	COM	267888105	269001	395239.00	SH		Sole		715553.00		679686.00
EMC Corp.	COM	268648102	1349	102958.00	SH		Sole		43013.00		59945.00
Ecolab	COM	278865100	3904	100124.00	SH		Sole		30319.00		69805.00
Expeditors International of Wa	COM	302130109	3691	110699.00	SH		Sole		33820.00		76879.00
Exxon Mobil Corp	COM	30231g102	267	3821.00	SH		Sole				3821.00
FEI Co.	COM	302411109	397161	734343.00	SH		Sole		785831.00		948512.00

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									Sole	Shared	None
FEI Co.	COM	302411109	494	21580.00	SH		Sole		4481.00		17099.00
FLIR Systems Inc.	COM	302445101	25624	135836.00	SH		Sole		489628.00		646208.00
FLIR Systems Inc.	COM	302445101	4290	190167.00	SH		Sole		74085.00		116082.00
FactSet Research Systems Inc.	COM	303075105	2239	44890.00	SH		Sole		11965.00		32925.00
Family Dollar Stores	COM	307000109	1213	42857.00	SH		Sole		11414.00		31443.00
Fastenal Co.	COM	311900104	2622	79037.00	SH		Sole		18850.00		60187.00
Gen-Probe Inc.	COM	36866t103	34357	799362.00	SH		Sole		359044.00		440318.00
General Electric Co.	COM	369604103	718	61269.00	SH		Sole		29033.00		32236.00
Genzyme Corp.	COM	372917104	521	9364.00	SH		Sole		5610.00		3754.00
Gilead Sciences Inc.	COM	375558103	2075	44306.00	SH		Sole		17316.00		26990.00
Goldman Sachs Group Inc.	COM	38141g104	1215	8244.00	SH		Sole		4472.00		3772.00
Google Inc. (Cl A)	COM	38259p508	2160	5124.00	SH		Sole		2470.00		2654.00
Green Mountain Coffee Roasters	COM	393122106	54316	918739.00	SH		Sole		389412.00		529327.00
Hansen Natural Corp.	COM	411310105	2454	79611.00	SH		Sole		26354.00		53257.00
Hewlett-Packard Co.	COM	428236103	881	22802.00	SH		Sole		13716.00		9086.00
Human Genome Sciences Inc.	COM	444903108	35751	249932.00	SH		Sole		569202.00		680730.00
IDEXX Laboratories, Inc.	COM	45168d104	2871	62141.00	SH		Sole		19857.00		42284.00
IRIS International Inc.	COM	46270w105	26163	217206.00	SH		Sole		1115048.00		1102158.00
Immucor Inc.	COM	452526106	26450	922233.00	SH		Sole		912606.00		1009627.00
Incyte Corp.	COM	45337C102	53481	625564.00	SH		Sole		644828.00		980736.00
International Business Machine	COM	459200101	1508	14446.00	SH		Sole		5699.00		8747.00
Invesco Ltd.	COM	g491bt108	2323	130350.00	SH		Sole		107141.00		23209.00
Iron Mountain Inc.	COM	462846106	3791	131877.00	SH		Sole		34879.00		96998.00
J.B. Hunt Transport Services I	COM	445658107	2156	70609.00	SH		Sole		21931.00		48678.00
J.P. Morgan Chase & Co.	COM	46625h100	1898	55648.00	SH		Sole		25087.00		30561.00
Johnson & Johnson	COM	478160104	484	8520.00	SH		Sole		5667.00		2853.00
Kendle International Inc.	COM	488801107	161951	323145.00	SH		Sole		607320.00		715825.00
Kensley Nash Corp.	COM	490057106	366681	399003.00	SH		Sole		664701.00		734302.00
MSC Industrial Direct Co (Cl A)	COM	553530106	1739	49012.00	SH		Sole		12951.00		36061.00
Macrovision Solutions Corp.	COM	55611c108	41717	912766.00	SH		Sole		880712.00		1032054.00
Macrovision Solutions Corp.	COM	55611c108	2091	95854.00	SH		Sole		24563.00		71291.00
Manhattan Associates Inc.	COM	562750109	237611	304098.00	SH		Sole		576282.00		727816.00
Measurement Specialties Inc.	COM	583421102	16322	315189.00	SH		Sole		1051739.00		1263450.00
Medicis Pharmaceutical Corp.	COM	584690309	7781	476754.00	SH		Sole		195554.00		281200.00
Medtronic Inc.	COM	585055106	1328	38071.00	SH		Sole		16035.00		22036.00

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Meridian Bioscience Inc.	COM	589584101	44739	981340.00	SH		Sole		892591.00		1088749.00
Meridian Bioscience Inc.	COM	589584101	3224	142766.00	SH		Sole		36658.00		106108.00
Microsoft Corp.	COM	594918104	217	9149.00	SH		Sole				9149.00
Nabors Industries	COM	g6359f103	1932	124015.00	SH		Sole		102748.00		21267.00
Neogen Corp.	COM	640491106	36057	244205.50	SH		Sole		613007.50		631198.00
NetApp Inc.	COM	64110d104	3247	164655.00	SH		Sole		45067.00		119588.00
Netscout Systems Inc.	COM	64115t104	23152	468567.00	SH		Sole		920310.00		1548257.00
Nuance Communications Inc.	COM	67020y100	16104	332029.00	SH		Sole		571074.00		760955.00
Old Dominion Freight Line Inc.	COM	679580100	1656	49344.00	SH		Sole		13099.00		36245.00
Oracle Corp.	COM	68389X105	1748	81615.00	SH		Sole		35786.00		45829.00
PROS Holdings	COM	74346y103	26997	324700.00	SH		Sole		1620498.00		1704202.00
Palomar Medical Technologies I	COM	697529303	17056	163432.00	SH		Sole		400933.00		762499.00
Parexel International Corporat	COM	699462107	2323	161526.00	SH		Sole		42839.00		118687.00
Philip Morris International, I	COM	718172109	783	17953.00	SH		Sole		10630.00		7323.00
Praxair Inc.	COM	74005P104	468	6582.00	SH		Sole		3748.00		2834.00
Quality Systems Inc.	COM	747582104	52909	928877.00	SH		Sole		412122.00		516755.00
Quanta Services Inc.	COM	74762e102	3273	141503.00	SH		Sole		37774.00		103729.00
SPSS Inc.	COM	78462K102	40630	217552.00	SH		Sole		504165.00		713387.00
SPSS Inc.	COM	78462k102	595	17843.00	SH		Sole		3973.00		13870.00
Schlumberger Ltd.	COM	806857108	1323	24452.00	SH		Sole		13719.00		10733.00
Sigma Aldrich	COM	826552101	1251	25246.00	SH		Sole		20446.00		4800.00
Sigma Aldrich	COM	826552101	3136	63282.00	SH		Sole		19897.00		43385.00
Smith International Inc.	COM	832110100	2178	84587.00	SH		Sole		22186.00		62401.00
St. Jude Medical Inc.	COM	790849103	5961	145044.00	SH		Sole		43252.00		101792.00
Staples Inc.	COM	855030102	2763	136976.00	SH		Sole		37593.00		99383.00
Starbucks Corp.	COM	855244109	3426	246641.00	SH		Sole		74143.00		172498.00
Stifel Financial Corp.	COM	860630102	2441	50753.00	SH		Sole		13519.00		37234.00
Stryker Corp.	COM	863667101	379	9532.00	SH		Sole		4688.00		4844.00
Symyx Technologies Inc.	COM	87155s108	11145	905051.00	SH		Sole		633960.00		1271091.00
T. Rowe Price Group Inc.	COM	74144t108	250	6000.00	SH		Sole				6000.00
T. Rowe Price Group Inc.	COM	74144t108	7998	191938.00	SH		Sole		57086.00		134852.00
Target Corp.	COM	87612e106	476	12057.00	SH		Sole		7320.00		4737.00
Technique Corp.	COM	878377100	40725	638228.00	SH		Sole		255828.00		382400.00
Tractor Supply Co.	COM	892356106	5479	132596.00	SH		Sole		38331.00		94265.00
Transocean Ltd.	COM	h8817h100	1702	22909.00	SH		Sole		7729.00		15180.00

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									Sole	Shared	None
Trimble Navigation Ltd	COM	896239100	2516	128163.00	SH		Sole		34047.00		94116.00
Tyco International Ltd	COM	H89128104	2230	85840.00	SH		Sole		70563.00		15277.00
Tyler Technologies Inc.	COM	902252105	30037	922995.00	SH		Sole		804605.00		1118390.00
United Natural Foods, Inc.	COM	911163103	1416	53938.00	SH		Sole		14358.00		39580.00
United Technologies Corp.	COM	913017109	1287	24768.00	SH		Sole		11456.00		13312.00
United Therapeutics Corp.	COM	91307c102	2114	25368.00	SH		Sole		6658.00		18710.00
WW Grainger Inc.	COM	384802104	213	2600.00	SH		Sole				2600.00
Wal-Mart Stores Inc.	COM	931142103	715	14760.00	SH		Sole		7590.00		7170.00
Walgreen Co.	COM	931422109	313	10633.00	SH		Sole		4270.00		6363.00
Waters Corp.	COM	941848103	896	17415.00	SH		Sole		17415.00		
Waters Corp.	COM	941848103	3425	66541.00	SH		Sole		19876.00		46665.00
Western Union Co.	COM	959802109	3770	229888.00	SH		Sole		76026.00		153862.00
Whole Foods Market Inc.	COM	966837106	2866	151013.00	SH		Sole		48000.00		103013.00
Willis Group Holdings Ltd.	COM	G96655108	1595	61993.00	SH		Sole		16631.00		45362.00
XTO Energy Inc.	COM	98385x106	248	6491.00	SH		Sole		904.00		5587.00
York Water Co.	COM	987184108	172	11250.00	SH		Sole				11250.00
Rambler Media Ltd.		b06gtj3	464	69044.00	SH		Sole		56685.00		12359.00
Camden Partners Strategic Fund			71	71250.000	SH		Sole				71250.000
REPORT SUMMARY	193 DATA RECORDS		1494928			0	OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED				

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