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SMITH BARNEY FUND MANAGEMENT LLC

Form 13F-HR

August 14, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2008

Check here if Amendment ☐; Amendment Number:
This Amendment (Check only one.): ☐ is a restatement.
☐ adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Smith Barney Fund Management, LLC
Address: 620 8th Avenue
New York, NY 10018

13F File Number: 28-4024

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Terrence Murphy
Title: Chief Operating Officer
Phone: 212-805-2112

Signature, Place, and Date of Signing:

Terrence Murphy New York, NY August 14, 2008

Report Type (Check only one.):

☒ 13F HOLDINGS REPORT.
☐ 13F NOTICE.
☐ 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

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Form13F Information Table Entry Total: 53

Form13F Information Table Value Total: \$44,319 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

No.	13F File Number	Name
1	28-1700	Legg Mason, Inc.

FORM 13F INFORMATION TABLE									
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	OTH	MANA
ABBOTT LABS	COM	002824100	779	14700	SH		DEFINED	1	
AFLAC INC	COM	001055102	635	10100	SH		DEFINED	1	
AIR PRODS & CHEMS INC	COM	009158106	805	8140	SH		DEFINED	1	
ALTRIA GROUP INC	COM	02209S103	556	27000	SH		DEFINED	1	
AMERICAN EXPRESS CO	COM	025816109	820	21750	SH		DEFINED	1	
AMERICAN INTL GROUP INC	COM	026874107	323	12200	SH		DEFINED	1	
AT&T INC	COM	00206R102	1860	55185	SH		DEFINED	1	
AVERY DENNISON CORP	COM	053611109	572	13000	SH		DEFINED	1	
BANK OF NEW YORK MELLON CORP	COM	064058100	461	12164	SH		DEFINED	1	
BOEING CO	COM	097023105	461	7000	SH		DEFINED	1	
CAPITAL ONE FINL CORP	COM	14040H105	844	22200	SH		DEFINED	1	
CHUBB CORP	COM	171232101	660	13460	SH		DEFINED	1	
DEVON ENERGY CORP NEW	COM	25179M103	523	4350	SH		DEFINED	1	
DISH NETWORK CORP	CL A	25470M109	902	30800	SH		DEFINED	1	
DU PONT E I DE NEMOURS & CO	COM	263534109	841	19600	SH		DEFINED	1	
ECHOSTAR CORP	CL A	278768106	142	4540	SH		DEFINED	1	
EMBARQ CORP	COM	29078E105	1029	21757	SH		DEFINED	1	
GENERAL ELECTRIC CO	COM	369604103	1247	46700	SH		DEFINED	1	
HALLIBURTON CO	COM	406216101	754	14200	SH		DEFINED	1	
HOME DEPOT INC	COM	437076102	588	25100	SH		DEFINED	1	
INTERNATIONAL BUSINESS MACHS	COM	459200101	783	6600	SH		DEFINED	1	
JP MORGAN CHASE & CO	COM	46625H100	1002	29200	SH		DEFINED	1	
KIMBERLY CLARK CORP	COM	494368103	1316	22000	SH		DEFINED	1	
KRAFT FOODS INC	CL A	50075N104	838	29445	SH		DEFINED	1	
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	890	36700	SH		DEFINED	1	
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	554	37492	SH		DEFINED	1	
LOEWS CORP	COM	540424108	1689	36000	SH		DEFINED	1	
MARSH & MCLENNAN COS INC	COM	571748102	683	25690	SH		DEFINED	1	
MCDONALDS CORP	COM	580135101	1226	21800	SH		DEFINED	1	
MERRILL LYNCH & CO INC	COM	590188108	403	12680	SH		DEFINED	1	
MICROSOFT CORP	COM	594918104	592	21500	SH		DEFINED	1	
NEWS CORP	CL B	65248E203	912	59400	SH		DEFINED	1	
NORTEL NETWORKS CORP NEW	COM NEW	656568508	124	14966	SH		DEFINED	1	
NOVARTIS A G	SPONSORED ADR	66987V109	959	17420	SH		DEFINED	1	
PHILIP MORRIS INTL INC	COM	718172109	1413	28600	SH		DEFINED	1	
RAYTHEON CO	COM NEW	755111507	845	15000	SH		DEFINED	1	

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ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	1030	12600	SH	DEFINED	1
SCRIPPS E W CO OHIO	CL A	811054204	744	17900	SH	DEFINED	1
SEMPRA ENERGY	COM	816851109	1389	24600	SH	DEFINED	1
SPRINT NEXTEL CORP	COM SER 1	852061100	644	67685	SH	DEFINED	1
SUNCOR ENERGY INC	COM	867229106	878	15094	SH	DEFINED	1
TARGET CORP	COM	87612E106	507	10900	SH	DEFINED	1
TEXAS INSTRS INC	COM	882508104	758	26900	SH	DEFINED	1
TEXTRON INC	COM	883203101	580	12100	SH	DEFINED	1
TIME WARNER INC	COM	887317105	997	67300	SH	DEFINED	1
TOTAL S A	SPONSORED ADR	89151E109	2200	25800	SH	DEFINED	1
TRANSOCEAN INC NEW	SHS	G90073100	1314	8619	SH	DEFINED	1
TRAVELERS COMPANIES INC	COM	89417E109	717	16500	SH	DEFINED	1
UNITED TECHNOLOGIES CORP	COM	913017109	667	10800	SH	DEFINED	1
UNITEDHEALTH GROUP INC	COM	91324P102	363	13800	SH	DEFINED	1
WAL MART STORES INC	COM	931142103	1422	25300	SH	DEFINED	1
WELLPOINT INC	COM	94973V107	496	10400	SH	DEFINED	1
WELLS FARGO & CO NEW	COM	949746101	582	24500	SH	DEFINED	1