

LEGG MASON, INC.
Form 4
May 04, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schliessler Ursula

(Last) (First) (Middle)
100 INTERNATIONAL DRIVE
(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LEGG MASON, INC. [LM]

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CAO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 15,893 ⁽¹⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (2) | 04/30/2015 | | D(1) | 2,656 | (3) (3) | Common Stock | 2,656 |
| Restricted Stock Units | (2) | 04/30/2015 | | D(1) | 4,597 | (4) (4) | Common Stock | 4,597 |
| Restricted Stock Units | (2) | 04/30/2015 | | D(1) | 3,028 | (5) (5) | Common Stock | 3,028 |
| Restricted Stock Units | (2) | 04/30/2015 | | D(1) | 2,696 | (6) (6) | Common Stock | 2,696 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Schliessler Ursula 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202 | | | CAO | |

Signatures

Melissa A. Warren Attorney-in-fact for Ursula Schliessler
 Date: 05/04/2015

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

In connection with the vesting of certain restricted stock unit awards on April 30, 2015, the reporting person elects herewith to report on Table I all restricted stock units held by the reporting person (previously reported in Table II on Form 3 which was filed on April 8, 2015). The following shares vested on April 30, 2015: award granted May 16, 2011 - 665 shares; award granted May 16, 2012 - 1,149 shares; award granted May 16, 2013 - 757 shares; award granted May 16, 2014 - 674 shares.

(2) Restricted stock units convert into common stock on a one-for-one basis.

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- (3) Restricted stock units vest serially over four years and commenced on April 30, 2012.
- (4) Restricted stock units vest serially over four years and commenced on April 30, 2013.
- (5) Restricted stock units vest serially over four years and commenced on April 30, 2014.
- (6) Restricted stock units vest serially over four years and commenced on April 30, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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