

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

LEGG MASON INC  
Form 13F-HR/A  
November 20, 2006

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2006

Check here if Amendment [ X ]; Amendment Number: 2  
This Amendment (Check only one.): [ X ] is a restatement for Brandywine Global  
Investment Management, LLC  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Legg Mason, Inc.  
Address: 100 Light Street  
Baltimore, MD 21202

13F File Number: 28-1700

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: Peter L. Bain  
Title: Executive Vice Prsident  
Phone: 410-454-3227

Signature, Place, and Date of Signing:

Peter L. Bain Baltimore, MD November 20, 2006

Report Type (Check only one.):

[ ] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ X ] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
28-3428	Private Capital Management, L.P.
28-3780	Royce & Associates, LLC

FORM 13F SUMMARY PAGE

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

Report Summary:

Number of Other Included Managers: 1  
 Form13F Information Table Entry Total: 998  
 Form13F Information Table Value Total: \$13,176,252 (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
6	28-2204	Brandywine Global Investment Management, LLC

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE					OTHER
			VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	
21ST CENTY INS GROUP	COM	90130N103	16913	1131300	SH		DEFINED	6
3COM CORP	COM	885535104	242	54730	SH		DEFINED	6
3M CO	COM	88579Y101	49133	665900	SH		DEFINED	6
AAR CORP	COM	000361105	6105	256100	SH		DEFINED	6
ABN AMRO HLDG NV	SPONSORED ADR	000937102	374	12800	SH		DEFINED	6
ABX AIR INC	COM	00080S101	3851	685170	SH		DEFINED	6
ACCURIDE CORP	COM	004398103	4112	373450	SH		DEFINED	6
ACE CASH EXPRESS INC	COM	004403101	8182	273751	SH		DEFINED	6
ACE LTD	ORD	G0070K103	87273	1594600	SH		DEFINED	6
ACXIOM CORP	COM	005125109	9423	382124	SH		DEFINED	6
ADVANTAGE TECHNOLOGIES GP I	COM NEW	006743306	100	23900	SH		DEFINED	6
ADECCO SA	SPONSORED ADR	006754105	36311	2451291	SH		DEFINED	6
ADESA INC	COM	00686U104	22	950	SH		DEFINED	6
ADVANCE AMER CASH ADVANCE CT	COM	00739W107	14249	988161	SH		DEFINED	6
ADVANCE AUTO PARTS INC	COM	00751Y106	6413	194690	SH		DEFINED	6
ADVANCED SEMICONDUCTOR ENGR	SPONSORED ADR	00756M404	9860	2111400	SH		DEFINED	6
ADVANTA CORP	CL A	007942105	4410	129820	SH		DEFINED	6
AES CORP	COM	00130H105	1321	64800	SH		DEFINED	6
AFFIRMATIVE INS HLDGS INC	COM	008272106	2747	187480	SH		DEFINED	6
AFLAC INC	COM	001055102	135	2950	SH		DEFINED	6
AFTERMARKET TECHNOLOGY CORP	COM	008318107	8254	464732	SH		DEFINED	6
AGCO CORP	COM	001084102	51318	2024380	SH		DEFINED	6
AGERE SYS INC	COM	00845V308	158	10550	SH		DEFINED	6
AGILYSYS INC	COM	00847J105	9600	685752	SH		DEFINED	6
AGL RES INC	COM	001204106	33088	906510	SH		DEFINED	6
AGRIUM INC	COM	008916108	55771	2066388	SH		DEFINED	6
AIR PRODS & CHEMS INC	COM	009158106	42940	646975	SH		DEFINED	6
AIRTRAN HLDGS INC	COM	00949P108	129	13000	SH		DEFINED	6
AKZO NOBEL NV	SPONSORED ADR	010199305	37669	629612	SH		DEFINED	6
ALCAN INC	COM	013716105	8899	223200	SH		DEFINED	6
ALCATEL	SPONSORED ADR	013904305	31089	2629574	SH		DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

ALCOA INC	COM	013817101	10818	385785	SH	DEFINED	6
ALFA CORP	COM	015385107	14560	843106	SH	DEFINED	6
ALLEGHANY CORP DEL	COM	017175100	7651	26475	SH	DEFINED	6
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	283	4100	SH	DEFINED	6
ALLIANT ENERGY CORP	COM	018802108	8168	228610	SH	DEFINED	6
ALLIANZ AKTIENGESELLSCHAFT	SP ADR 1/10 SH	018805101	11466	661631	SH	DEFINED	6
ALLIED HEALTHCARE INTL INC	COM	01923A109	64	32200	SH	DEFINED	6
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	2708	50100	SH	DEFINED	6
ALLSTATE CORP	COM	020002101	3342	53275	SH	DEFINED	6
ALLTEL CORP	COM	020039103	6	100	SH	DEFINED	6
ALON USA ENERGY INC	COM	020520102	1817	61600	SH	DEFINED	6
ALTRIA GROUP INC	COM	02209S103	21744	284046	SH	DEFINED	6
AMAZON COM INC	COM	023135106	204	6350	SH	DEFINED	6
AMBAC FINL GROUP INC	COM	023139108	681	8235	SH	DEFINED	6
AMDOCS LTD	ORD	G02602103	141126	3599352	SH	DEFINED	6
AMEREN CORP	COM	023608102	748	14160	SH	DEFINED	6
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	23744	1422660	SH	DEFINED	6
AMERICAN ELEC PWR INC	COM	025537101	1128	31020	SH	DEFINED	6
AMERICAN EQTY INVT LIFE HLD	COM	025676206	12765	1040310	SH	DEFINED	6
AMERICAN FINL GROUP INC OHIO	COM	025932104	30240	644370	SH	DEFINED	6
AMERICAN GREETINGS CORP	CL A	026375105	36786	1591085	SH	DEFINED	6
AMERICAN INTL GROUP INC	COM	026874107	69620	1050715	SH	DEFINED	6
AMERICAN NATL BANKSHARES INC	COM	027745108	1713	72332	SH	DEFINED	6
AMERICAN NATL INS CO	COM	028591105	5492	47387	SH	DEFINED	6
AMERICAN SAFETY INS HLDGS LT	ORD	G02995101	37	2000	SH	DEFINED	6
AMERICAS CAR MART INC	COM	03062T105	7958	483730	SH	DEFINED	6
AMERICREDIT CORP	COM	03060R101	42	1670	SH	DEFINED	6
AMERIPRISE FINL INC	COM	03076C106	1379	29400	SH	DEFINED	6
AMERIS BANCORP	COM	03076K108	566	20801	SH	DEFINED	6
AMERISOURCEBERGEN CORP	COM	03073E105	723	15990	SH	DEFINED	6
AMERON INTL INC	COM	030710107	13127	197580	SH	DEFINED	6
AMERUS GROUP CO	COM	03072M108	52735	775406	SH	DEFINED	6
AMGEN INC	COM	031162100	2057	31047	SH	DEFINED	6
AMSOUTH BANCORPORATION	COM	032165102	908	31252	SH	DEFINED	6
AMVESCAP PLC	SPONSORED ADR	03235E100	34885	1623783	SH	DEFINED	6
ANADARKO PETE CORP	COM	032511107	4826	110108	SH	DEFINED	6
ANCHOR BANCORP WIS INC	COM	032839102	12572	439423	SH	DEFINED	6
ANGLO AMERN PLC	ADR	03485P102	22941	1118183	SH	DEFINED	6
ANHEUSER BUSCH COS INC	COM	035229103	9538	205513	SH	DEFINED	6
ANNALY CAP MGMT INC	COM	035710409	12887	980750	SH	DEFINED	6
AON CORP	COM	037389103	29615	874366	SH	DEFINED	6
APACHE CORP	COM	037411105	1909	30208	SH	DEFINED	6
APPLIX INC	COM	038316105	202	22470	SH	DEFINED	6
APRIA HEALTHCARE GROUP INC	COM	037933108	33526	1698375	SH	DEFINED	6
ARCADIS N V	NY REGISTRY SH	03923E107	748	17154	SH	DEFINED	6
ARCH CAP GROUP LTD	ORD	G0450A105	22364	352243	SH	DEFINED	6
ARCH CHEMICALS INC	COM	03937R102	13749	483274	SH	DEFINED	6
ARCH COAL INC	COM	039380100	8801	304444	SH	DEFINED	6
ARCHER DANIELS MIDLAND CO	COM	039483102	678	17909	SH	DEFINED	6
ARCTIC CAT INC	COM	039670104	613	36925	SH	DEFINED	6
ARGONAUT GROUP INC	COM	040157109	13032	419973	SH	DEFINED	6
ARROW ELECTRS INC	COM	042735100	10954	399330	SH	DEFINED	6
ARROW FINL CORP	COM	042744102	2161	85232	SH	DEFINED	6
ARVINMERITOR INC	COM	043353101	28860	2026685	SH	DEFINED	6
ASBURY AUTOMOTIVE GROUP INC	COM	043436104	14369	697510	SH	DEFINED	6
ASHLAND INC NEW	COM	044209104	128	2000	SH	DEFINED	6
ASSET ACCEP CAP CORP	COM	04543P100	11708	720463	SH	DEFINED	6
ASSOCIATED BANC CORP	COM	045487105	89	2745	SH	DEFINED	6
ASTEC INDS INC	COM	046224101	2495	98830	SH	DEFINED	6
ASTORIA FINL CORP	COM	046265104	11998	389285	SH	DEFINED	6
AT&T INC	COM	00206R102	72015	2211766	SH	DEFINED	6
ATMOS ENERGY CORP	COM	049560105	27121	949930	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

ATRION CORP	COM	049904105	360	4632	SH	DEFINED	6
AUDIOVOX CORP	CL A	050757103	25	1800	SH	DEFINED	6
AUTONATION INC	COM	05329W102	354	16920	SH	DEFINED	6
AUTOZONE INC	COM	053332102	11147	107912	SH	DEFINED	6
AVIS BUDGET GROUP	COM	053774105	0	9	SH	DEFINED	6
AVNET INC	COM	053807103	19120	974540	SH	DEFINED	6
AVON PRODS INC	COM	054303102	213	6950	SH	DEFINED	6
AVX CORP NEW	COM	002444107	138	7820	SH	DEFINED	6
AXA	SPONSORED ADR	054536107	26589	735424	SH	DEFINED	6
AXIS CAPITAL HOLDINGS	SHS	G0692U109	25203	726529	SH	DEFINED	6
BAKERS FOOTWEAR GROUP INC	COM	057465106	948	71860	SH	DEFINED	6
BANCFIRST CORP	COM	05945F103	5345	114414	SH	DEFINED	6
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	397	17170	SH	DEFINED	6
BANCO LATINOAMERICANO DE EXP	CL E	P16994132	3	200	SH	DEFINED	6
BANCORPSOUTH INC	COM	059692103	14897	536640	SH	DEFINED	6
BANDAG INC	COM	059815100	7309	178100	SH	DEFINED	6
BANDAG INC	CL A	059815308	4364	125580	SH	DEFINED	6
BANK NEW YORK INC	COM	064057102	414	11750	SH	DEFINED	6
BANK OF AMERICA CORPORATION	COM	060505104	224355	4193924	SH	DEFINED	6
BANKFINANCIAL CORP	COM	06643P104	2073	118552	SH	DEFINED	6
BARCLAYS PLC	ADR	06738E204	56349	1138873	SH	DEFINED	6
BARNES & NOBLE INC	COM	067774109	8525	224700	SH	DEFINED	6
BARNES GROUP INC	COM	067806109	8823	502460	SH	DEFINED	6
BARRICK GOLD CORP	COM	067901108	19673	640400	SH	DEFINED	6
BB&T CORP	COM	054937107	355	8100	SH	DEFINED	6
BCE INC	COM NEW	05534B760	2285	84335	SH	DEFINED	6
BEAR STEARNS COS INC	COM	073902108	65180	466501	SH	DEFINED	6
BEARINGPOINT INC	COM	074002106	19024	2420312	SH	DEFINED	6
BEAZER HOMES USA INC	COM	07556Q105	11242	287963	SH	DEFINED	6
BELL MICROPRODUCTS INC	COM	078137106	2376	457880	SH	DEFINED	6
BELLSOUTH CORP	COM	079860102	46674	1091800	SH	DEFINED	6
BELO CORP	COM SER A	080555105	6160	389630	SH	DEFINED	6
BERKLEY W R CORP	COM	084423102	120	3397	SH	DEFINED	6
BERRY PETE CO	CL A	085789105	492	17470	SH	DEFINED	6
BG PLC	ADR FIN INST N	055434203	896	14697	SH	DEFINED	6
BHP BILLITON LTD	SPONSORED ADR	088606108	370	9760	SH	DEFINED	6
BIG 5 SPORTING GOODS CORP	COM	08915P101	11520	505250	SH	DEFINED	6
BIG LOTS INC	COM	089302103	68	3450	SH	DEFINED	6
BIOGEN IDEC INC	COM	09062X103	183	4100	SH	DEFINED	6
BJS WHOLESALE CLUB INC	COM	05548J106	39795	1363799	SH	DEFINED	6
BLACK & DECKER CORP	COM	091797100	655	8260	SH	DEFINED	6
BLOCK H & R INC	COM	093671105	393	18070	SH	DEFINED	6
BLOUNT INTL INC NEW	COM	095180105	1173	117100	SH	DEFINED	6
BLUEGREEN CORP	COM	096231105	2753	239980	SH	DEFINED	6
BLUELINX HLDGS INC	COM	09624H109	3342	351040	SH	DEFINED	6
BLYTH INC	COM	09643P108	27051	1111820	SH	DEFINED	6
BOEING CO	COM	097023105	75656	959488	SH	DEFINED	6
BORDERS GROUP INC	COM	099709107	32574	1596750	SH	DEFINED	6
BORG WARNER INC	COM	099724106	28189	493070	SH	DEFINED	6
BORLAND SOFTWARE CORP	COM	099849101	9140	1595059	SH	DEFINED	6
BOSTON SCIENTIFIC CORP	COM	101137107	19733	1339987	SH	DEFINED	6
BP PLC	SPONSORED ADR	055622104	48905	761731	SH	DEFINED	6
BRASIL TELECOM PARTICIPACOES	SPON ADR PFD	105530109	174	5800	SH	DEFINED	6
BRIGGS & STRATTON CORP	COM	109043109	37545	1362780	SH	DEFINED	6
BRIGHAM EXPLORATION CO	COM	109178103	3877	572600	SH	DEFINED	6
BRISTOL MYERS SQUIBB CO	COM	110122108	24410	987298	SH	DEFINED	6
BRISTOL WEST HLDGS INC	COM	11037M105	6438	442500	SH	DEFINED	6
BRISTOW GROUP INC	COM	110394103	17535	509750	SH	DEFINED	6
BRITISH SKY BROADCASTING GRO	SPONSORED ADR	111013108	53588	1335423	SH	DEFINED	6
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	1663	37510	SH	DEFINED	6
BROWN SHOE INC NEW	COM	115736100	7307	203885	SH	DEFINED	6
BRUNSWICK CORP	COM	117043109	13614	436490	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

BUCKLE INC	COM	118440106	7831	206400	SH	DEFINED	6
BUILDING MATLS HLDG CORP	COM	120113105	9913	380978	SH	DEFINED	6
BUNGE LIMITED	COM	G16962105	6224	110073	SH	DEFINED	6
BURLINGTON NORTHN SANTA FE C	COM	12189T104	88163	1200475	SH	DEFINED	6
CA INC	COM	12673P105	6111	257947	SH	DEFINED	6
CABOT CORP	COM	127055101	89	2400	SH	DEFINED	6
CADBURY SCHWEPPEES PLC	ADR	127209302	1994	46620	SH	DEFINED	6
CADMUS COMMUNICATIONS CORP	COM	127587103	243	16296	SH	DEFINED	6
CALIFORNIA FIRST NTNL BANCOR	COM	130222102	547	36740	SH	DEFINED	6
CAMDEN NATL CORP	COM	133034108	4290	106720	SH	DEFINED	6
CAMPBELL SOUP CO	COM	134429109	420	11500	SH	DEFINED	6
CANTEL MEDICAL CORP	COM	138098108	2690	193700	SH	DEFINED	6
CAREER EDUCATION CORP	COM	141665109	11193	497680	SH	DEFINED	6
CARNIVAL CORP	PAIRED CTF	143658300	174	3700	SH	DEFINED	6
CASCADE CORP	COM	147195101	2028	44430	SH	DEFINED	6
CASH AMER INTL INC	COM	14754D100	22666	579990	SH	DEFINED	6
CATERPILLAR INC DEL	COM	149123101	60753	923300	SH	DEFINED	6
CATO CORP NEW	CL A	149205106	1351	61645	SH	DEFINED	6
CBRL GROUP INC	COM	12489V106	23601	583746	SH	DEFINED	6
CBS CORP NEW	CL B	124857202	39768	1417144	SH	DEFINED	6
CEC ENTMT INC	COM	125137109	25845	820213	SH	DEFINED	6
CELANESE CORP DEL	COM SER A	150870103	6720	375420	SH	DEFINED	6
CENTEX CORP	COM	152312104	600	11400	SH	DEFINED	6
CENTURY ALUM CO	COM	156431108	4002	118935	SH	DEFINED	6
CENTURYTEL INC	COM	156700106	9786	246690	SH	DEFINED	6
CHARMING SHOPPES INC	COM	161133103	13152	921020	SH	DEFINED	6
CHARTERED SEMICONDUCTOR MFG	ADR	16133R106	4	500	SH	DEFINED	6
CHECKPOINT SYS INC	COM	162825103	1823	110390	SH	DEFINED	6
CHEMICAL FINL CORP	COM	163731102	17268	581809	SH	DEFINED	6
CHEMTURA CORP	COM	163893100	19630	2264095	SH	DEFINED	6
CHESAPEAKE ENERGY CORP	COM	165167107	16159	557600	SH	DEFINED	6
CHEVRON CORP NEW	COM	166764100	105906	1632840	SH	DEFINED	6
CHICOS FAS INC	COM	168615102	482	22400	SH	DEFINED	6
CHIQUITA BRANDS INTL INC	COM	170032809	14092	1053180	SH	DEFINED	6
CHITTENDEN CORP	COM	170228100	7934	276550	SH	DEFINED	6
CHROMCRAFT REVINGTON INC	COM	171117104	969	98070	SH	DEFINED	6
CHUBB CORP	COM	171232101	2579	49636	SH	DEFINED	6
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	127	7344	SH	DEFINED	6
CIBA SPECIALTY CHEMICALS HLD	SPONSORED ADR	17162W206	21721	733341	SH	DEFINED	6
CIGNA CORP	COM	125509109	74130	637293	SH	DEFINED	6
CIMAREX ENERGY CO	COM	171798101	10175	289141	SH	DEFINED	6
CINCINNATI FINL CORP	COM	172062101	731	15182	SH	DEFINED	6
CISCO SYS INC	COM	17275R102	10148	451336	SH	DEFINED	6
CIT GROUP INC	COM	125581108	1505	30940	SH	DEFINED	6
CITIGROUP INC	COM	172967101	218547	4405512	SH	DEFINED	6
CITIZENS BKG CORP MICH	COM	174420109	17294	658575	SH	DEFINED	6
CITY NATL CORP	COM	178566105	9659	144030	SH	DEFINED	6
CLAIRES STORES INC	COM	179584107	7126	244380	SH	DEFINED	6
CLARK INC	COM	181457102	8506	754722	SH	DEFINED	6
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	335	11600	SH	DEFINED	6
CLECO CORP NEW	COM	12561W105	13651	540860	SH	DEFINED	6
CMS ENERGY CORP	COM	125896100	36	2520	SH	DEFINED	6
CNA FINL CORP	COM	126117100	492	13660	SH	DEFINED	6
CNA SURETY CORP	COM	12612L108	11609	574700	SH	DEFINED	6
COCA COLA CO	COM	191216100	3838	91007	SH	DEFINED	6
COCA COLA ENTERPRISES INC	COM	191219104	380	18230	SH	DEFINED	6
COCA-COLA FEMSA S A DE C V	SPON ADR REP L	191241108	59	1900	SH	DEFINED	6
COHU INC	COM	192576106	5241	293937	SH	DEFINED	6
COLE KENNETH PRODTNS INC	CL A	193294105	1105	45350	SH	DEFINED	6
COLONIAL BANCGROUP INC	COM	195493309	6740	275090	SH	DEFINED	6
COLUMBIA BKG SYS INC	COM	197236102	8593	268445	SH	DEFINED	6
COLUMBIA SPORTSWEAR CO	COM	198516106	19925	356880	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

COMCAST CORP NEW	CL A SPL	20030N200	343	9325	SH	DEFINED	6
COMCAST CORP NEW	CL A	20030N101	40648	1109253	SH	DEFINED	6
COMERICA INC	COM	200340107	874	15360	SH	DEFINED	6
COMMERCE BANCSHARES INC	COM	200525103	3	58	SH	DEFINED	6
COMMERCE GROUP INC MASS	COM	200641108	39039	1299140	SH	DEFINED	6
COMMERCIAL VEH GROUP INC	COM	202608105	6262	325120	SH	DEFINED	6
COMMONWEALTH TEL ENTERPRISES	COM	203349105	21770	528010	SH	DEFINED	6
COMMUNITY BK SYS INC	COM	203607106	16690	753180	SH	DEFINED	6
COMMUNITY TR BANCORP INC	COM	204149108	6076	161371	SH	DEFINED	6
COMPUTER SCIENCES CORP	COM	205363104	27653	562960	SH	DEFINED	6
COMPUWARE CORP	COM	205638109	143	18300	SH	DEFINED	6
COMTECH TELECOMMUNICATIONS C	COM NEW	205826209	32246	963128	SH	DEFINED	6
CON-WAY INC	COM	205944101	16466	367390	SH	DEFINED	6
CONAGRA FOODS INC	COM	205887102	209	8550	SH	DEFINED	6
CONMED CORP	COM	207410101	29892	1416036	SH	DEFINED	6
CONNS INC	COM	208242107	4817	230830	SH	DEFINED	6
CONOCOPHILLIPS	COM	20825C104	166203	2791923	SH	DEFINED	6
CONSECO INC	COM NEW	208464883	25875	1232727	SH	DEFINED	6
CONSOLIDATED EDISON INC	COM	209115104	1435	31050	SH	DEFINED	6
CONSTELLATION BRANDS INC	CL A	21036P108	11322	393400	SH	DEFINED	6
CONSTELLATION ENERGY GROUP I	COM	210371100	288	4860	SH	DEFINED	6
CONVERGYS CORP	COM	212485106	19322	935710	SH	DEFINED	6
COOPER INDS LTD	CL A	G24182100	5499	64525	SH	DEFINED	6
CORE MARK HOLDING CO INC	COM	218681104	197	6290	SH	DEFINED	6
CORINTHIAN COLLEGES INC	COM	218868107	15647	1447444	SH	DEFINED	6
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	16175	373992	SH	DEFINED	6
CORUS BANKSHARES INC	COM	220873103	25812	1154367	SH	DEFINED	6
COST-U-LESS INC	COM	221492101	54	6200	SH	DEFINED	6
COUNTRYWIDE FINANCIAL CORP	COM	222372104	11903	339688	SH	DEFINED	6
COVANSYS CORP	COM	22281W103	2532	147748	SH	DEFINED	6
CRAFTMADE INTL INC	COM	22413E104	1384	80810	SH	DEFINED	6
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	49651	877805	SH	DEFINED	6
CROWN HOLDINGS INC	COM	228368106	582	31295	SH	DEFINED	6
CRYSTAL RIV CAP INC	COM	229393301	2224	97200	SH	DEFINED	6
CSS INDS INC	COM	125906107	5127	172500	SH	DEFINED	6
CSX CORP	COM	126408103	7568	230530	SH	DEFINED	6
CYTEC INDS INC	COM	232820100	9014	162160	SH	DEFINED	6
D R HORTON INC	COM	23331A109	896	37400	SH	DEFINED	6
DATARAM CORP	COM PAR \$1	238108203	382	80671	SH	DEFINED	6
DEB SHOPS INC	COM	242728103	2416	94238	SH	DEFINED	6
DEERE & CO	COM	244199105	7563	90125	SH	DEFINED	6
DEL MONTE FOODS CO	COM	24522P103	85447	8176686	SH	DEFINED	6
DELL INC	COM	24702R101	9754	437477	SH	DEFINED	6
DELPHI FINL GROUP INC	CL A	247131105	44516	1116242	SH	DEFINED	6
DELUXE CORP	COM	248019101	24273	1419480	SH	DEFINED	6
DEVON ENERGY CORP NEW	COM	25179M103	116992	1855250	SH	DEFINED	6
DIAGEO P L C	SPON ADR NEW	25243Q205	56921	821825	SH	DEFINED	6
DIME CMNTY BANCSHARES	COM	253922108	4028	273430	SH	DEFINED	6
DIRECT GEN CORP	COM	25456W204	17110	1271125	SH	DEFINED	6
DISNEY WALT CO	COM DISNEY	254687106	74810	2428572	SH	DEFINED	6
DIXIE GROUP INC	CL A	255519100	26	1730	SH	DEFINED	6
DOLLAR GEN CORP	COM	256669102	55	4030	SH	DEFINED	6
DOLLAR TREE STORES INC	COM	256747106	4681	151200	SH	DEFINED	6
DOMINION RES INC VA NEW	COM	25746U109	1157	15121	SH	DEFINED	6
DONEGAL GROUP INC	CL B	257701300	627	34806	SH	DEFINED	6
DONEGAL GROUP INC	CL A	257701201	2229	110242	SH	DEFINED	6
DONNELLEY R R & SONS CO	COM	257867101	9143	277390	SH	DEFINED	6
DORMAN PRODUCTS INC	COM	258278100	1377	136310	SH	DEFINED	6
DOW CHEM CO	COM	260543103	41099	1054365	SH	DEFINED	6
DOWNEY FINL CORP	COM	261018105	40620	610460	SH	DEFINED	6
DTE ENERGY CO	COM	233331107	43740	1053720	SH	DEFINED	6
DU PONT E I DE NEMOURS & CO	COM	263534109	57436	1340703	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

DUCOMMUN INC DEL	COM	264147109	1832	98176	SH	DEFINED	6
DUKE ENERGY CORP NEW	COM	26441C105	1322	43774	SH	DEFINED	6
DUQUESNE LT HLDGS INC	COM	266233105	24664	1254550	SH	DEFINED	6
DYCOM INDS INC	COM	267475101	8452	393100	SH	DEFINED	6
DYNAMICS RESH CORP	COM	268057106	1411	141834	SH	DEFINED	6
DYNEGY INC NEW	CL A	26816Q101	5968	1077301	SH	DEFINED	6
EARTHLINK INC	COM	270321102	26009	3572694	SH	DEFINED	6
EASTMAN CHEM CO	COM	277432100	185	3420	SH	DEFINED	6
EASTMAN KODAK CO	COM	277461109	66	2950	SH	DEFINED	6
EATON CORP	COM	278058102	131	1900	SH	DEFINED	6
EDISON INTL	COM	281020107	284	6820	SH	DEFINED	6
EDO CORP	COM	281347104	27	1200	SH	DEFINED	6
EDWARDS AG INC	COM	281760108	184	3450	SH	DEFINED	6
ELECTRO RENT CORP	COM	285218103	400	23494	SH	DEFINED	6
ELECTRONIC DATA SYS NEW	COM	285661104	361	14730	SH	DEFINED	6
ELECTRONICS FOR IMAGING INC	COM	286082102	6744	294756	SH	DEFINED	6
ELIZABETH ARDEN INC	COM	28660G106	2365	146349	SH	DEFINED	6
ELKCORP	COM	287456107	12113	446150	SH	DEFINED	6
ELLIS PERRY INTL INC	COM	288853104	4155	134552	SH	DEFINED	6
EMBARQ CORP	COM	29078E105	233	4814	SH	DEFINED	6
EMC INS GROUP INC	COM	268664109	458	15879	SH	DEFINED	6
EMERSON ELEC CO	COM	291011104	841	10030	SH	DEFINED	6
ENCORE ACQUISITION CO	COM	29255W100	10089	414503	SH	DEFINED	6
ENERGEN CORP	COM	29265N108	16266	388480	SH	DEFINED	6
ENERGIZER HLDGS INC	COM	29266R108	9	120	SH	DEFINED	6
ENERGY EAST CORP	COM	29266M109	6582	277470	SH	DEFINED	6
ENERGY PARTNERS LTD	COM	29270U105	6446	261510	SH	DEFINED	6
ENNIS INC	COM	293389102	5595	258432	SH	DEFINED	6
ENTERGY CORP NEW	COM	29364G103	586	7490	SH	DEFINED	6
EPICOR SOFTWARE CORP	COM	29426L108	14675	1119413	SH	DEFINED	6
EQUITY OFFICE PROPERTIES TRU	COM	294741103	1952	49100	SH	DEFINED	6
ESCALADE INC	COM	296056104	154	15442	SH	DEFINED	6
ETHAN ALLEN INTERIORS INC	COM	297602104	30797	888540	SH	DEFINED	6
EVEREST RE GROUP LTD	COM	G3223R108	14425	147900	SH	DEFINED	6
EXCHANGE NATL BANCSHARES INC	COM	301309100	132	4357	SH	DEFINED	6
EXELON CORP	COM	30161N101	18	296	SH	DEFINED	6
EXPEDIA INC DEL	COM	30212P105	9786	624125	SH	DEFINED	6
EXPRESSJET HOLDINGS INC	CL A	30218U108	6048	914940	SH	DEFINED	6
EXXON MOBIL CORP	COM	30231G102	18969	282700	SH	DEFINED	6
F M C CORP	COM NEW	302491303	23291	363520	SH	DEFINED	6
F N B CORP VA	COM	302930102	3489	96880	SH	DEFINED	6
F N B UNITED CORP	COM	302519103	1767	94845	SH	DEFINED	6
FBL FINL GROUP INC	CL A	30239F106	25918	774370	SH	DEFINED	6
FEATHERLITE INC	COM	313054108	886	137608	SH	DEFINED	6
FEDERAL HOME LN MTG CORP	COM	313400301	567	8550	SH	DEFINED	6
FEDERAL NATL MTG ASSN	COM	313586109	49086	877945	SH	DEFINED	6
FEDERATED DEPT STORES INC DE	COM	31410H101	81465	1885332	SH	DEFINED	6
FEDEX CORP	COM	31428X106	28013	257760	SH	DEFINED	6
FIDELITY NATL FINL INC	COM	316326107	126	3024	SH	DEFINED	6
FIDELITY NATL TITLE GROUP IN	CL A	31620R105	10	488	SH	DEFINED	6
FIFTH THIRD BANCORP	COM	316773100	446	11700	SH	DEFINED	6
FINISH LINE INC	CL A	317923100	7527	596451	SH	DEFINED	6
FINLAY ENTERPRISES INC	COM NEW	317884203	1150	176050	SH	DEFINED	6
FIRST AMERN CORP CALIF	COM	318522307	9855	232750	SH	DEFINED	6
FIRST BANCORP N C	COM	318910106	3079	151100	SH	DEFINED	6
FIRST CMNTY BANCSHARES INC N	COM	31983A103	5395	161669	SH	DEFINED	6
FIRST COMWLTH FINL CORP PA	COM	319829107	1930	148100	SH	DEFINED	6
FIRST DATA CORP	COM	319963104	1680	40000	SH	DEFINED	6
FIRST DEFIANCE FINL CORP	COM	32006W106	1852	64919	SH	DEFINED	6
FIRST FINL CORP IND	COM	320218100	569	17847	SH	DEFINED	6
FIRST FINL HLDGS INC	COM	320239106	6541	191136	SH	DEFINED	6
FIRST FINL SVC CORP	COM	32022D108	1420	46314	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

FIRST HORIZON NATL CORP	COM	320517105	36097	949660	SH	DEFINED	6
FIRST M & F CORP	COM	320744105	1730	94646	SH	DEFINED	6
FIRST MERCHANTS CORP	COM	320817109	1750	73994	SH	DEFINED	6
FIRST MUTUAL BANCSHARES INC	COM	32190E102	873	32034	SH	DEFINED	6
FIRST PL FINL CORP	COM	33610T109	4553	200923	SH	DEFINED	6
FIRST UTD CORP	COM	33741H107	1798	84592	SH	DEFINED	6
FIRSTBANK CORP MICH	COM	33761G104	905	38168	SH	DEFINED	6
FIRSTENERGY CORP	COM	337932107	1080	19329	SH	DEFINED	6
FIRSTFED FINL CORP	COM	337907109	14254	251300	SH	DEFINED	6
FLAGSTAR BANCORP INC	COM	337930101	31890	2191761	SH	DEFINED	6
FLEETWOOD ENTERPRISES INC	COM	339099103	3938	585200	SH	DEFINED	6
FLEXSTEEL INDS INC	COM	339382103	512	39415	SH	DEFINED	6
FLEXTRONICS INTL LTD	ORD	Y2573F102	42095	3358798	SH	DEFINED	6
FLUSHING FINL CORP	COM	343873105	4700	268591	SH	DEFINED	6
FNB CORP PA	COM	302520101	19626	1178040	SH	DEFINED	6
FOOT LOCKER INC	COM	344849104	7848	310810	SH	DEFINED	6
FORD MTR CO DEL	COM PAR \$0.01	345370860	277	34300	SH	DEFINED	6
FOREST LABS INC	COM	345838106	288	5700	SH	DEFINED	6
FOREST OIL CORP	COM PAR \$0.01	346091705	11151	352980	SH	DEFINED	6
FORTUNE BRANDS INC	COM	349631101	58443	778100	SH	DEFINED	6
FOUNDRY NETWORKS INC	COM	35063R100	23974	1823157	SH	DEFINED	6
FPIC INS GROUP INC	COM	302563101	384	9700	SH	DEFINED	6
FPL GROUP INC	COM	302571104	664	14760	SH	DEFINED	6
FRANCE TELECOM	SPONSORED ADR	35177Q105	42886	1878647	SH	DEFINED	6
FRANKLIN BK CORP DEL	COM	352451108	3828	192539	SH	DEFINED	6
FRANKLIN ELECTR PUBLISHERS I	COM	353515109	38	19870	SH	DEFINED	6
FREMONT GEN CORP	COM	357288109	13706	979730	SH	DEFINED	6
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	38378	909701	SH	DEFINED	6
FRISCHS RESTAURANTS INC	COM	358748101	1431	59520	SH	DEFINED	6
FULLER H B CO	COM	359694106	9889	421900	SH	DEFINED	6
FULTON FINL CORP PA	COM	360271100	6	370	SH	DEFINED	6
FURNITURE BRANDS INTL INC	COM	360921100	26447	1389047	SH	DEFINED	6
GALLAGHER ARTHUR J & CO	COM	363576109	2622	98300	SH	DEFINED	6
GALLAHER GROUP PLC	SPONSORED ADR	363595109	28835	441100	SH	DEFINED	6
GANNETT INC	COM	364730101	534	9400	SH	DEFINED	6
GAP INC DEL	COM	364760108	549	28980	SH	DEFINED	6
GEHL CO	COM	368483103	1188	44370	SH	DEFINED	6
GEMSTAR-TV GUIDE INTL INC	COM	36866W106	6598	1987200	SH	DEFINED	6
GENERAL DYNAMICS CORP	COM	369550108	817	11400	SH	DEFINED	6
GENERAL ELECTRIC CO	COM	369604103	83357	2367203	SH	DEFINED	6
GENERAL MLS INC	COM	370334104	44112	779360	SH	DEFINED	6
GENESCO INC	COM	371532102	16653	483110	SH	DEFINED	6
GENZYME CORP	COM	372917104	270	4000	SH	DEFINED	6
GEORGIA GULF CORP	COM PAR \$0.01	373200203	17159	625800	SH	DEFINED	6
GERMAN AMERN BANCORP INC	COM	373865104	1965	139243	SH	DEFINED	6
GIBRALTAR INDS INC	COM	374689107	16016	722077	SH	DEFINED	6
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	61125	1176259	SH	DEFINED	6
GLOBAL IMAGING SYSTEMS	COM	37934A100	4491	203490	SH	DEFINED	6
GLOBAL POWER EQUIPMENT INC	COM	37941P108	1313	1711132	SH	DEFINED	6
GLOBALSANTAFE CORP	SHS	G3930E101	5284	105707	SH	DEFINED	6
GOLAR LNG LTD BERMUDA	SHS	G9456A100	4	300	SH	DEFINED	6
GOLD KIST INC	COM	380614107	3265	156650	SH	DEFINED	6
GOLDCORP INC NEW	COM	380956409	4673	198000	SH	DEFINED	6
GOLDEN WEST FINL CORP DEL	COM	381317106	346	4480	SH	DEFINED	6
GOLDMAN SACHS GROUP INC	COM	38141G104	68456	404654	SH	DEFINED	6
GOODYEAR TIRE & RUBR CO	COM	382550101	20028	1381211	SH	DEFINED	6
GRAFTECH INTL LTD	COM	384313102	11421	1955680	SH	DEFINED	6
GREAT AMERN FINL RES INC	COM	389915109	11503	549580	SH	DEFINED	6
GREAT PLAINS ENERGY INC	COM	391164100	52400	1689240	SH	DEFINED	6
GREATER BAY BANCORP	COM	391648102	7382	261690	SH	DEFINED	6
GREATER COMMUNITY BANCORP	COM	39167M108	308	19993	SH	DEFINED	6
GREEN MOUNTAIN PWR CORP	COM	393154109	1708	51170	SH	DEFINED	6



Edgar Filing: LEGG MASON INC - Form 13F-HR/A

GRIFFON CORP	COM	398433102	1198	50200	SH	DEFINED	6
GROUP 1 AUTOMOTIVE INC	COM	398905109	29790	596991	SH	DEFINED	6
GULFMARK OFFSHORE INC	COM	402629109	5006	157230	SH	DEFINED	6
HANDLEMAN CO DEL	COM	410252100	2608	343600	SH	DEFINED	6
HANESBRANDS INC	COM	410345102	88	3896	SH	DEFINED	6
HANOVER INS GROUP INC	COM	410867105	26849	601580	SH	DEFINED	6
HARLAND JOHN H CO	COM	412693103	24129	661980	SH	DEFINED	6
HARLEY DAVIDSON INC	COM	412822108	299	4760	SH	DEFINED	6
HARLEYSVILLE GROUP INC	COM	412824104	13177	376584	SH	DEFINED	6
HARLEYSVILLE NATL CORP PA	COM	412850109	5630	280108	SH	DEFINED	6
HARRINGTON WEST FINL GROUP I	COM	41383L104	1106	67635	SH	DEFINED	6
HARTFORD FINL SVCS GROUP INC	COM	416515104	5839	67310	SH	DEFINED	6
HARTMARX CORP	COM	417119104	3247	479650	SH	DEFINED	6
HASTINGS ENTMT INC	COM	418365102	1178	174521	SH	DEFINED	6
HAWAIIAN ELEC INDUSTRIES	COM	419870100	105	3890	SH	DEFINED	6
HAWKINS INC	COM	420261109	176	12409	SH	DEFINED	6
HCA INC	COM	404119109	38543	772550	SH	DEFINED	6
HEADWATERS INC	COM	42210P102	14713	630110	SH	DEFINED	6
HEALTH MGMT ASSOC INC NEW	CL A	421933102	10	490	SH	DEFINED	6
HEALTH NET INC	COM	42222G108	7986	183500	SH	DEFINED	6
HEINZ H J CO	COM	423074103	367	8750	SH	DEFINED	6
HELEN OF TROY CORP LTD	COM	G4388N106	3182	181190	SH	DEFINED	6
HERCULES INC	COM	427056106	3840	243480	SH	DEFINED	6
HESS CORP	COM	42809H107	619	14950	SH	DEFINED	6
HEWITT ASSOCS INC	COM	42822Q100	34	1400	SH	DEFINED	6
HEWLETT PACKARD CO	COM	428236103	95411	2607156	SH	DEFINED	6
HICKORY TECH CORP	COM	429060106	1444	206353	SH	DEFINED	6
HITACHI LIMITED	ADR 10 COM	433578507	25932	454112	SH	DEFINED	6
HMN FINL INC	COM	40424G108	1107	31840	SH	DEFINED	6
HOME DEPOT INC	COM	437076102	67308	1860023	SH	DEFINED	6
HONDA MOTOR LTD	AMERN SHS	438128308	3790	112700	SH	DEFINED	6
HONEYWELL INTL INC	COM	438516106	65184	1593752	SH	DEFINED	6
HOOVER FURNITURE CORP	COM	439038100	2377	162175	SH	DEFINED	6
HORACE MANN EDUCATORS CORP N	COM	440327104	20087	1044570	SH	DEFINED	6
HOUSTON EXPL CO	COM	442120101	34067	617709	SH	DEFINED	6
HSBC HLDGS PLC	SPON ADR NEW	404280406	288	3150	SH	DEFINED	6
HUDSON CITY BANCORP	COM	443683107	582	43900	SH	DEFINED	6
HUDSON HIGHLAND GROUP INC	COM	443792106	45	4600	SH	DEFINED	6
HUGOTON RTY TR TEX	UNIT BEN INT	444717102	0	15	SH	DEFINED	6
HUMANA INC	COM	444859102	6047	91500	SH	DEFINED	6
HUNT J B TRANS SVCS INC	COM	445658107	3325	160100	SH	DEFINED	6
HUNTINGTON BANCSHARES INC	COM	446150104	474	19822	SH	DEFINED	6
HUNTSMAN CORP	COM	447011107	10402	571515	SH	DEFINED	6
HUTCHINSON TECHNOLOGY INC	COM	448407106	2053	97580	SH	DEFINED	6
IAC INTERACTIVECORP	COM NEW	44919P300	726	25235	SH	DEFINED	6
IBERIABANK CORP	COM	450828108	6619	108512	SH	DEFINED	6
IDACORP INC	COM	451107106	3318	87760	SH	DEFINED	6
IKON OFFICE SOLUTIONS INC	COM	451713101	5220	388370	SH	DEFINED	6
ILLINOIS TOOL WKS INC	COM	452308109	2468	54960	SH	DEFINED	6
INDUSTRIAL SVCS AMER INC FLA	COM	456314103	94	16226	SH	DEFINED	6
INDYMAC BANCORP INC	COM	456607100	46802	1137070	SH	DEFINED	6
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	10013	869260	SH	DEFINED	6
INFINITY PPTY & CAS CORP	COM	45665Q103	29720	722598	SH	DEFINED	6
INFOSPACE INC	COM NEW	45678T201	4043	219244	SH	DEFINED	6
INFOUSA INC NEW	COM	456818301	7778	937126	SH	DEFINED	6
ING GROEP N V	SPONSORED ADR	456837103	5810	140889	SH	DEFINED	6
INGLES MKTS INC	CL A	457030104	4009	151985	SH	DEFINED	6
INGRAM MICRO INC	CL A	457153104	27710	1446250	SH	DEFINED	6
INTEGRA BK CORP	COM	45814P105	2076	82109	SH	DEFINED	6
INTEL CORP	COM	458140100	54949	2671337	SH	DEFINED	6
INTER TEL INC	COM	458372109	1528	70713	SH	DEFINED	6
INTERNATIONAL BANCSHARES COR	COM	459044103	20280	683303	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

INTERNATIONAL BUSINESS MACHS	COM	459200101	149526	1824815	SH	DEFINED	6
INTERNATIONAL PWR PLC	SPONSORED ADR	46018M104	44918	775536	SH	DEFINED	6
INTERNATIONAL RECTIFIER CORP	COM	460254105	30	850	SH	DEFINED	6
INTERPOOL INC	COM	46062R108	5881	261840	SH	DEFINED	6
INTERPUBLIC GROUP COS INC	COM	460690100	245	24797	SH	DEFINED	6
INTERSECTIONS INC	COM	460981301	2400	260027	SH	DEFINED	6
INTERSIL CORP	CL A	46069S109	227	9240	SH	DEFINED	6
INTERSTATE HOTELS & RESRTS I	COM	46088S106	17	1600	SH	DEFINED	6
INTERVIDEO INC	COM	46114Y101	2317	181740	SH	DEFINED	6
INTERVOICE INC NEW	COM	461142101	681	107338	SH	DEFINED	6
INTL PAPER CO	COM	460146103	260	7500	SH	DEFINED	6
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	8570	191500	SH	DEFINED	6
IOWA TELECOMM SERVICES INC	COM	462594201	13057	659760	SH	DEFINED	6
IRWIN FINL CORP	COM	464119106	3136	160335	SH	DEFINED	6
ISHARES TR	MSCI EAFE IDX	464287465	1883	27780	SH	DEFINED	6
ITLA CAP CORP	COM	450565106	3354	62390	SH	DEFINED	6
ITT EDUCATIONAL SERVICES INC	COM	45068B109	9928	149748	SH	DEFINED	6
J & J SNACK FOODS CORP	COM	466032109	9661	310668	SH	DEFINED	6
JACK IN THE BOX INC	COM	466367109	33860	648900	SH	DEFINED	6
JAKKS PAC INC	COM	47012E106	9948	558236	SH	DEFINED	6
JANUS CAP GROUP INC	COM	47102X105	169	8580	SH	DEFINED	6
JARDEN CORP	COM	471109108	34347	1041787	SH	DEFINED	6
JOHNSON & JOHNSON	COM	478160104	43657	677218	SH	DEFINED	6
JOHNSON CTLS INC	COM	478366107	6	80	SH	DEFINED	6
JONES APPAREL GROUP INC	COM	480074103	9307	286910	SH	DEFINED	6
JOS A BANK CLOTHIERS INC	COM	480838101	2479	82748	SH	DEFINED	6
JOURNAL COMMUNICATIONS INC	CL A	481130102	11735	1041290	SH	DEFINED	6
JOURNAL REGISTER CO	COM	481138105	2077	366400	SH	DEFINED	6
JP MORGAN CHASE & CO	COM	46625H100	60376	1285687	SH	DEFINED	6
JUNIPER NETWORKS INC	COM	48203R104	78	4530	SH	DEFINED	6
K-SWISS INC	CL A	482686102	14204	472517	SH	DEFINED	6
KB HOME	COM	48666K109	44	1010	SH	DEFINED	6
KENNAMETAL INC	COM	489170100	10494	185250	SH	DEFINED	6
KEY TRONICS CORP	COM	493144109	885	150802	SH	DEFINED	6
KEYCORP NEW	COM	493267108	36356	971050	SH	DEFINED	6
KEYSPAN CORP	COM	49337W100	539	13110	SH	DEFINED	6
KIMBERLY CLARK CORP	COM	494368103	951	14550	SH	DEFINED	6
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	244	5778	SH	DEFINED	6
KINDRED HEALTHCARE INC	COM	494580103	27577	927590	SH	DEFINED	6
KINETIC CONCEPTS INC	COM NEW	49460W208	16565	526552	SH	DEFINED	6
KING PHARMACEUTICALS INC	COM	495582108	7375	433030	SH	DEFINED	6
KINROSS GOLD CORP	COM NO PAR	496902404	5290	422502	SH	DEFINED	6
KONA GRILL INC	COM	50047H201	25	1700	SH	DEFINED	6
KONAMI CORP	SPONSORED ADR	50046R101	20068	799846	SH	DEFINED	6
KONINKLIJKE AHOLD N V	SPON ADR NEW	500467303	15805	1519491	SH	DEFINED	6
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	103782	2996249	SH	DEFINED	6
KOOKMIN BK NEW	SPONSORED ADR	50049M109	47514	614075	SH	DEFINED	6
KRAFT FOODS INC	CL A	50075N104	1389	38950	SH	DEFINED	6
KROGER CO	COM	501044101	10023	433160	SH	DEFINED	6
KT CORP	SPONSORED ADR	48268K101	10206	475345	SH	DEFINED	6
KULICKE & SOFFA INDS INC	COM	501242101	5322	602040	SH	DEFINED	6
LABOR READY INC	COM NEW	505401208	4374	274550	SH	DEFINED	6
LACLEDE GROUP INC	COM	505597104	11612	361960	SH	DEFINED	6
LAKELAND FINL CORP	COM	511656100	1888	80290	SH	DEFINED	6
LAKELAND INDS INC	COM	511795106	686	56383	SH	DEFINED	6
LANDAMERICA FINL GROUP INC	COM	514936103	21798	331330	SH	DEFINED	6
LANDRYS RESTAURANTS INC	COM	51508L103	4603	152660	SH	DEFINED	6
LEAR CORP	COM	521865105	2078	100400	SH	DEFINED	6
LECROY CORP	COM	52324W109	897	65072	SH	DEFINED	6
LEE ENTERPRISES INC	COM	523768109	7015	277925	SH	DEFINED	6
LEGGETT & PLATT INC	COM	524660107	51	2030	SH	DEFINED	6
LEHMAN BROS HLDGS INC	COM	524908100	5734	77630	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

LENNOX INTL INC	COM	526107107	21772	950730	SH	DEFINED	6
LENOX GROUP INC	COM	526262100	706	116670	SH	DEFINED	6
LEUCADIA NATL CORP	COM	527288104	76	2920	SH	DEFINED	6
LEVITT CORP	CL A	52742P108	15112	1285031	SH	DEFINED	6
LEXMARK INTL NEW	CL A	529771107	6269	108731	SH	DEFINED	6
LIFEPOINT HOSPITALS INC	COM	53219L109	9720	275200	SH	DEFINED	6
LILLY ELI & CO	COM	532457108	10289	180500	SH	DEFINED	6
LIMITED BRANDS INC	COM	532716107	151	5700	SH	DEFINED	6
LINCOLN NATL CORP IND	COM	534187109	1671	26921	SH	DEFINED	6
LITHIA MTRS INC	CL A	536797103	6653	269130	SH	DEFINED	6
LIZ CLAIBORNE INC	COM	539320101	41631	1053675	SH	DEFINED	6
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	1132	27950	SH	DEFINED	6
LMI AEROSPACE INC	COM	502079106	19	1000	SH	DEFINED	6
LOEWS CORP	COM	540424108	5737	157132	SH	DEFINED	6
LONE STAR STEAKHOUSE SALOON	COM	542307103	4061	146239	SH	DEFINED	6
LOUISIANA PAC CORP	COM	546347105	12942	689520	SH	DEFINED	6
LSI LOGIC CORP	COM	502161102	153	18580	SH	DEFINED	6
LUBRIZOL CORP	COM	549271104	26234	573680	SH	DEFINED	6
LUCENT TECHNOLOGIES INC	COM	549463107	112	47770	SH	DEFINED	6
LYONDELL CHEMICAL CO	COM	552078107	4602	181410	SH	DEFINED	6
M & F WORLDWIDE CORP	COM	552541104	1093	74385	SH	DEFINED	6
M D C HLDGS INC	COM	552676108	865	18632	SH	DEFINED	6
MAF BANCORP INC	COM	55261R108	24358	589914	SH	DEFINED	6
MAGELLAN HEALTH SVCS INC	COM NEW	559079207	27868	654182	SH	DEFINED	6
MAINSOURCE FINANCIAL GP INC	COM	56062Y102	3460	203887	SH	DEFINED	6
MAIR HOLDINGS INC	COM	560635104	1867	326960	SH	DEFINED	6
MARATHON OIL CORP	COM	565849106	673	8750	SH	DEFINED	6
MARINEMAX INC	COM	567908108	5009	196810	SH	DEFINED	6
MARLIN BUSINESS SVCS CORP	COM	571157106	1422	68040	SH	DEFINED	6
MARSH & MCLENNAN COS INC	COM	571748102	21135	750768	SH	DEFINED	6
MARSHALL & ILSLEY CORP	COM	571834100	335	6960	SH	DEFINED	6
MARTIN MARIETTA MATLS INC	COM	573284106	7836	92600	SH	DEFINED	6
MASCO CORP	COM	574599106	6917	252240	SH	DEFINED	6
MATTEL INC	COM	577081102	273	13840	SH	DEFINED	6
MAUI LD & PINEAPPLE INC	COM	577345101	1432	48280	SH	DEFINED	6
MBIA INC	COM	55262C100	681	11080	SH	DEFINED	6
MBT FINL CORP	COM	578877102	371	25033	SH	DEFINED	6
MCDONALDS CORP	COM	580135101	32934	848372	SH	DEFINED	6
MCGRATH RENTCORP	COM	580589109	23	887	SH	DEFINED	6
MDU RES GROUP INC	COM	552690109	8680	388540	SH	DEFINED	6
MEADE INSTRUMENTS CORP	COM	583062104	51	22800	SH	DEFINED	6
MEADOWBROOK INS GROUP INC	COM	58319P108	4901	435300	SH	DEFINED	6
MEADWESTVACO CORP	COM	583334107	2446	92275	SH	DEFINED	6
MEDIACOM COMMUNICATIONS CORP	CL A	58446K105	19734	2771649	SH	DEFINED	6
MELLON FINL CORP	COM	58551A108	342	8750	SH	DEFINED	6
MERCANTILE BANKSHARES CORP	COM	587405101	3	75	SH	DEFINED	6
MERCHANTS BANCSHARES	COM	588448100	1554	65750	SH	DEFINED	6
MERCK & CO INC	COM	589331107	43257	1032381	SH	DEFINED	6
MERCURY GENL CORP NEW	COM	589400100	15994	322390	SH	DEFINED	6
MERIDIAN RESOURCE CORP	COM	58977Q109	3287	1074130	SH	DEFINED	6
MERRILL LYNCH & CO INC	COM	590188108	80606	1030502	SH	DEFINED	6
MESA AIR GROUP INC	COM	590479101	4359	561670	SH	DEFINED	6
METLIFE INC	COM	59156R108	66966	1181477	SH	DEFINED	6
MEXCO ENERGY CORP	COM	592770101	21	3400	SH	DEFINED	6
MGIC INVT CORP WIS	COM	552848103	524	8740	SH	DEFINED	6
MICRON TECHNOLOGY INC	COM	595112103	822	47220	SH	DEFINED	6
MICROSOFT CORP	COM	594918104	9010	335723	SH	DEFINED	6
MIDAS GROUP INC	COM	595626102	12423	600735	SH	DEFINED	6
MIDLAND CO	COM	597486109	8396	193824	SH	DEFINED	6
MILLEA HOLDINGS INC	ADR	60032R106	50930	575226	SH	DEFINED	6
MILLENNIUM PHARMACEUTICALS I	COM	599902103	41	4120	SH	DEFINED	6
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	49986	4001154	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

MITY ENTERPRISES INC	COM	606850105	702	38580	SH	DEFINED	6
MODINE MFG CO	COM	607828100	14113	580046	SH	DEFINED	6
MOHAWK INDS INC	COM	608190104	54	720	SH	DEFINED	6
MOLSON COORS BREWING CO	CL B	60871R209	8	120	SH	DEFINED	6
MORGAN STANLEY	COM NEW	617446448	111903	1539691	SH	DEFINED	6
MOSAIC CO	COM	61945A107	80	4720	SH	DEFINED	6
MURPHY OIL CORP	COM	626717102	13343	280600	SH	DEFINED	6
NACCO INDS INC	CL A	629579103	13678	100638	SH	DEFINED	6
NASH FINCH CO	COM	631158102	26283	1117005	SH	DEFINED	6
NATIONAL CITY CORP	COM	635405103	648	17700	SH	DEFINED	6
NATIONAL FUEL GAS CO N J	COM	636180101	19066	524500	SH	DEFINED	6
NATIONAL HOME HEALTH CARE CO	COM	636380107	624	63803	SH	DEFINED	6
NATIONAL INTERSTATE CORP	COM	63654U100	1413	57445	SH	DEFINED	6
NATIONAL MED HEALTH CARD SYS	COM NEW	636918302	595	38270	SH	DEFINED	6
NATIONAL PENN BANCSHARES INC	COM	637138108	1603	81718	SH	DEFINED	6
NATIONAL WESTN LIFE INS CO	CL A	638522102	8676	37741	SH	DEFINED	6
NATIONWIDE FINL SVCS INC	CL A	638612101	7755	161230	SH	DEFINED	6
NAVISTAR INTL CORP NEW	COM	63934E108	29470	1141360	SH	DEFINED	6
NBT BANCORP INC	COM	628778102	17019	731674	SH	DEFINED	6
NBTY INC	COM	628782104	3553	121400	SH	DEFINED	6
NCI BUILDING SYS INC	COM	628852105	25329	435431	SH	DEFINED	6
NCO GROUP INC	COM	628858102	745	28430	SH	DEFINED	6
NEENAH PAPER INC	COM	640079109	20122	587865	SH	DEFINED	6
NEKTAR THERAPEUTICS	COM	640268108	450	31200	SH	DEFINED	6
NELNET INC	CL A	64031N108	2668	86800	SH	DEFINED	6
NESS TECHNOLOGIES INC	COM	64104X108	15908	1191616	SH	DEFINED	6
NEW JERSEY RES	COM	646025106	20144	408610	SH	DEFINED	6
NEW YORK & CO INC	COM	649295102	4562	348800	SH	DEFINED	6
NEW YORK CMNTY BANCORP INC	COM	649445103	225	13715	SH	DEFINED	6
NEW YORK TIMES CO	CL A	650111107	5880	255890	SH	DEFINED	6
NEWALLIANCE BANCSHARES INC	COM	650203102	4654	317700	SH	DEFINED	6
NEWELL RUBBERMAID INC	COM	651229106	24667	871000	SH	DEFINED	6
NEWFIELD EXPL CO	COM	651290108	63	1640	SH	DEFINED	6
NEWS CORP	CL B	65248E203	8226	410218	SH	DEFINED	6
NEWS CORP	CL A	65248E104	956	48660	SH	DEFINED	6
NICOR INC	COM	654086107	1678	39240	SH	DEFINED	6
NISOURCE INC	COM	65473P105	498	22890	SH	DEFINED	6
NN INC	COM	629337106	2538	214564	SH	DEFINED	6
NOBLE INTL LTD	COM	655053106	77	6150	SH	DEFINED	6
NOKIA CORP	SPONSORED ADR	654902204	86629	4441869	SH	DEFINED	6
NOMURA HLDGS INC	SPONSORED ADR	65535H208	40360	2346396	SH	DEFINED	6
NORFOLK SOUTHERN CORP	COM	655844108	8	180	SH	DEFINED	6
NORTEL NETWORKS CORP NEW	COM	656568102	38425	16706558	SH	DEFINED	6
NORTH CENT BANCSHARES INC	COM	658418108	412	10090	SH	DEFINED	6
NORTH FORK BANCORPORATION NY	COM	659424105	166	5800	SH	DEFINED	6
NORTH PITTSBURGH SYS INC	COM	661562108	782	31058	SH	DEFINED	6
NORTH VALLEY BANCORP	COM	66304M105	1574	89231	SH	DEFINED	6
NORTHEAST UTILS	COM	664397106	3559	152960	SH	DEFINED	6
NORTHRIM BANCORP INC	COM	666762109	5409	205735	SH	DEFINED	6
NORTHROP GRUMMAN CORP	COM	666807102	568	8344	SH	DEFINED	6
NORTHWEST PIPE CO	COM	667746101	2778	92597	SH	DEFINED	6
NOVARTIS A G	SPONSORED ADR	66987V109	72737	1270470	SH	DEFINED	6
NOVELL INC	COM	670006105	95	15500	SH	DEFINED	6
NOVELLUS SYS INC	COM	670008101	59	2130	SH	DEFINED	6
NOVO-NORDISK A S	ADR	670100205	37325	513797	SH	DEFINED	6
NRG ENERGY INC	COM NEW	629377508	15306	341141	SH	DEFINED	6
NSTAR	COM	67019E107	31655	948880	SH	DEFINED	6
NTL INC DEL	COM	62941W101	13555	533016	SH	DEFINED	6
NTT DOCOMO INC	SPONS ADR	62942M201	980	63575	SH	DEFINED	6
NUCOR CORP	COM	670346105	8	160	SH	DEFINED	6
NUTRACEUTICAL INTL CORP	COM	67060Y101	1678	122850	SH	DEFINED	6
NYMAGIC INC	COM	629484106	3579	112910	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

OCCIDENTAL PETE CORP DEL	COM	674599105	152	3160	SH	DEFINED	6
OCEANFIRST FINL CORP	COM	675234108	4148	193373	SH	DEFINED	6
ODYSSEY RE HLDGS CORP	COM	67612W108	55091	1630880	SH	DEFINED	6
OFFICEMAX INC DEL	COM	67622P101	127	3120	SH	DEFINED	6
OGE ENERGY CORP	COM	670837103	24061	666340	SH	DEFINED	6
OHIO CAS CORP	COM	677240103	29044	1122677	SH	DEFINED	6
OILGEAR CO	COM	678042102	295	19990	SH	DEFINED	6
OLD POINT FINL CORP	COM	680194107	168	5811	SH	DEFINED	6
OLD REP INTL CORP	COM	680223104	3655	165025	SH	DEFINED	6
OLIN CORP	COM PAR \$1	680665205	25524	1661740	SH	DEFINED	6
OMEGA NAVIGATION ENTERPRISES	CLASS A	Y6476R105	35	2300	SH	DEFINED	6
OMI CORP NEW	COM	Y6476W104	19844	914025	SH	DEFINED	6
OMNICARE INC	COM	681904108	840	19500	SH	DEFINED	6
OMNIVISION TECHNOLOGIES INC	COM	682128103	30629	2146368	SH	DEFINED	6
ONEOK INC NEW	COM	682680103	8615	227980	SH	DEFINED	6
OPENWAVE SYS INC	COM NEW	683718308	16712	1785405	SH	DEFINED	6
ORACLE CORP	COM	68389X105	1219	68700	SH	DEFINED	6
ORIENTAL FINL GROUP INC	COM	68618W100	3790	317941	SH	DEFINED	6
ORIX CORP	SPONSORED ADR	686330101	443	3210	SH	DEFINED	6
OTTER TAIL CORP	COM	689648103	2789	95370	SH	DEFINED	6
OUTDOOR CHANNEL HLDGS INC	COM NEW	690027206	32	2984	SH	DEFINED	6
OVERLAND STORAGE INC	COM	690310107	54	8405	SH	DEFINED	6
OWENS ILL INC	COM NEW	690768403	23371	1515655	SH	DEFINED	6
PAB BANKSHARES INC	COM	69313P101	2327	117184	SH	DEFINED	6
PACIFIC CAP BANCORP NEW	COM	69404P101	7213	267450	SH	DEFINED	6
PACIFIC SUNWEAR CALIF INC	COM	694873100	26526	1759040	SH	DEFINED	6
PALM INC NEW	COM	696643105	3644	252445	SH	DEFINED	6
PAR TECHNOLOGY CORP	COM	698884103	1344	148140	SH	DEFINED	6
PARK NATL CORP	COM	700658107	6145	61390	SH	DEFINED	6
PARKER HANNIFIN CORP	COM	701094104	118	1520	SH	DEFINED	6
PARKVALE FINL CORP	COM	701492100	2028	63285	SH	DEFINED	6
PATHMARK STORES INC NEW	COM	70322A101	6069	609977	SH	DEFINED	6
PEARSON PLC	SPONSORED ADR	705015105	11898	837660	SH	DEFINED	6
PENNEY J C INC	COM	708160106	5469	79970	SH	DEFINED	6
PENNS WOODS BANCORP INC	COM	708430103	1597	41795	SH	DEFINED	6
PEOPLES BANCORP INC	COM	709789101	4680	160123	SH	DEFINED	6
PEOPLES ENERGY CORP	COM	711030106	11068	272280	SH	DEFINED	6
PEPCO HOLDINGS INC	COM	713291102	286	11840	SH	DEFINED	6
PEPSI BOTTLING GROUP INC	COM	713409100	114	3220	SH	DEFINED	6
PEPSIAMERICAS INC	COM	71343P200	86	4010	SH	DEFINED	6
PEPSICO INC	COM	713448108	458	7020	SH	DEFINED	6
PERCEPTRON INC	COM	71361F100	34	4000	SH	DEFINED	6
PERKINELMER INC	COM	714046109	43	2250	SH	DEFINED	6
PERVASIVE SOFTWARE INC	COM	715710109	27	7132	SH	DEFINED	6
PETCO ANIMAL SUPPLIES	COM NEW	716016209	6422	224300	SH	DEFINED	6
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V101	415	5550	SH	DEFINED	6
PFF BANCORP INC	COM	69331W104	9896	267180	SH	DEFINED	6
PFIZER INC	COM	717081103	93050	3287639	SH	DEFINED	6
PG&E CORP	COM	69331C108	5835	140090	SH	DEFINED	6
PHARMANET DEV GROUP INC	COM	717148100	34964	1799467	SH	DEFINED	6
PHOENIX COS INC NEW	COM	71902E109	7712	550890	SH	DEFINED	6
PHOTRONICS INC	COM	719405102	6589	466318	SH	DEFINED	6
PINNACLE WEST CAP CORP	COM	723484101	277	6150	SH	DEFINED	6
PITNEY BOWES INC	COM	724479100	2481	55905	SH	DEFINED	6
PLANTRONICS INC NEW	COM	727493108	13387	763690	SH	DEFINED	6
PLATINUM UNDERWRITER HLDGS L	COM	G7127P100	11344	367975	SH	DEFINED	6
PMI GROUP INC	COM	69344M101	1859	42430	SH	DEFINED	6
PNC FINL SVCS GROUP INC	COM	693475105	3284	45340	SH	DEFINED	6
POGO PRODUCING CO	COM	730448107	17038	416060	SH	DEFINED	6
POLARIS INDS INC	COM	731068102	21361	519100	SH	DEFINED	6
POLYONE CORP	COM	73179P106	16375	1965768	SH	DEFINED	6
POPULAR INC	COM	733174106	38	1980	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

PORTALPLAYER INC	COM	736187204	517	45870	SH	DEFINED	6
POSCO	SPONSORED ADR	693483109	1030	15865	SH	DEFINED	6
PPG INDS INC	COM	693506107	32354	482320	SH	DEFINED	6
PPL CORP	COM	69351T106	765	23250	SH	DEFINED	6
PRAXAIR INC	COM	74005P104	2953	49916	SH	DEFINED	6
PRE PAID LEGAL SVCS INC	COM	740065107	11500	289890	SH	DEFINED	6
PREMIERE GLOBAL SVCS INC	COM	740585104	8641	995530	SH	DEFINED	6
PREMIUM STD FARMS INC	COM	74060C105	3576	187740	SH	DEFINED	6
PRESIDENTIAL LIFE CORP	COM	740884101	10802	482875	SH	DEFINED	6
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	903	16630	SH	DEFINED	6
PROCENTURY CORP	COM	74268T108	2421	161427	SH	DEFINED	6
PROGRESS ENERGY INC	COM	743263105	1030	22707	SH	DEFINED	6
PROTECTIVE LIFE CORP	COM	743674103	24423	533840	SH	DEFINED	6
PROVIDENT BANKSHARES CORP	COM	743859100	13141	354694	SH	DEFINED	6
PRUDENTIAL FINL INC	COM	744320102	450	5900	SH	DEFINED	6
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	22879	373900	SH	DEFINED	6
PUBLICIS S A NEW	SPONSORED ADR	74463M106	2559	64665	SH	DEFINED	6
PUGET ENERGY INC NEW	COM	745310102	33572	1477010	SH	DEFINED	6
PULTE HOMES INC	COM	745867101	85	2660	SH	DEFINED	6
R H DONNELLEY CORP	COM NEW	74955W307	19696	372332	SH	DEFINED	6
RADIAN GROUP INC	COM	750236101	77	1290	SH	DEFINED	6
RAILAMERICA INC	COM	750753105	4631	424120	SH	DEFINED	6
RAYTHEON CO	COM NEW	755111507	66632	1387880	SH	DEFINED	6
RCM TECHNOLOGIES INC	COM NEW	749360400	49	9700	SH	DEFINED	6
REALOGY CORP	COM	75605E100	0	22	SH	DEFINED	6
REED ELSEVIER P L C	SPONSORED ADR	758205108	923	20735	SH	DEFINED	6
REGIONS FINANCIAL CORP NEW	COM	7591EP100	836	22724	SH	DEFINED	6
REINHOLD INDS INC N Y	CL A	75935A109	35	2815	SH	DEFINED	6
REINSURANCE GROUP AMER INC	COM	759351109	26562	511490	SH	DEFINED	6
RELIANT ENERGY INC	COM	75952B105	60351	4902566	SH	DEFINED	6
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	14389	258800	SH	DEFINED	6
RENASANT CORP	COM	75970E107	2592	92340	SH	DEFINED	6
RENT A CTR INC NEW	COM	76009N100	69582	2375623	SH	DEFINED	6
REPSOL YPF S A	SPONSORED ADR	76026T205	1795	60170	SH	DEFINED	6
REPUBLIC AWYS HLDGS INC	COM	760276105	9648	621660	SH	DEFINED	6
REPUBLIC BANCORP INC	COM	760282103	25638	1923328	SH	DEFINED	6
REPUBLIC FIRST BANCORP INC	COM	760416107	797	60089	SH	DEFINED	6
RESOURCE AMERICA INC	CL A	761195205	8166	392577	SH	DEFINED	6
RESOURCE CAP CORP	COM	76120W302	4091	264800	SH	DEFINED	6
REX STORES CORP	COM	761624105	3046	215998	SH	DEFINED	6
REYNOLDS AMERICAN INC	COM	761713106	12	200	SH	DEFINED	6
RF MICRODEVICES INC	COM	749941100	630	83055	SH	DEFINED	6
ROCK-TENN CO	CL A	772739207	14209	717647	SH	DEFINED	6
ROCKY BRANDS INC	COM	774515100	669	55870	SH	DEFINED	6
ROHM & HAAS CO	COM	775371107	277	5840	SH	DEFINED	6
ROYAL & SUN ALLIANCE INS	SPON ADR NEW	78004V202	27914	2040305	SH	DEFINED	6
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	24820	381014	SH	DEFINED	6
RUBY TUESDAY INC	COM	781182100	3509	124470	SH	DEFINED	6
RUDDICK CORP	COM	781258108	28267	1085930	SH	DEFINED	6
RUSS BERRIE & CO	COM	782233100	1422	93300	SH	DEFINED	6
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	99994	1595508	SH	DEFINED	6
RYANS RESTAURANT GROUP INC	COM	783520109	5283	332890	SH	DEFINED	6
RYDER SYS INC	COM	783549108	21060	407510	SH	DEFINED	6
S & T BANCORP INC	COM	783859101	1652	50829	SH	DEFINED	6
SABRE HLDGS CORP	CL A	785905100	72192	3086466	SH	DEFINED	6
SAFECO CORP	COM	786429100	344	5840	SH	DEFINED	6
SAFETY INS GROUP INC	COM	78648T100	17123	351890	SH	DEFINED	6
SAFEWAY INC	COM NEW	786514208	5897	194285	SH	DEFINED	6
SAGA COMMUNICATIONS	CL A	786598102	436	56304	SH	DEFINED	6
SAKS INC	COM	79377W108	126	7290	SH	DEFINED	6
SANMINA SCI CORP	COM	800907107	79	21010	SH	DEFINED	6
SANOFI AVENTIS	SPONSORED ADR	80105N105	36856	850525	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

SAPPI LTD	SPON ADR NEW	803069202	25363	1992334	SH	DEFINED	6
SARA LEE CORP	COM	803111103	535	33280	SH	DEFINED	6
SCANA CORP NEW	COM	80589M102	285	7070	SH	DEFINED	6
SCHIFF NUTRITION INTL INC	COM	806693107	945	135740	SH	DEFINED	6
SCHOLASTIC CORP	COM	807066105	11658	374261	SH	DEFINED	6
SEABRIGHT INSURANCE HLDGS IN	COM	811656107	2849	203910	SH	DEFINED	6
SEAGATE TECHNOLOGY	SHS	G7945J104	14653	634573	SH	DEFINED	6
SEARS HLDGS CORP	COM	812350106	7	47	SH	DEFINED	6
SEMPRA ENERGY	COM	816851109	678	13490	SH	DEFINED	6
SENSIENT TECHNOLOGIES CORP	COM	81725T100	25924	1324670	SH	DEFINED	6
SERVICE CORP INTL	COM	817565104	13	1410	SH	DEFINED	6
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	2417	80519	SH	DEFINED	6
SHERWIN WILLIAMS CO	COM	824348106	9156	164150	SH	DEFINED	6
SHIRE PLC	SPONSORED ADR	82481R106	163	3300	SH	DEFINED	6
SIEMENS A G	SPONSORED ADR	826197501	38211	450147	SH	DEFINED	6
SIERRA BANCORP	COM	82620P102	1831	58588	SH	DEFINED	6
SIERRA PAC RES NEW	COM	826428104	34	2340	SH	DEFINED	6
SIGMATRON INTL INC	COM	82661L101	444	53276	SH	DEFINED	6
SILGAN HOLDINGS INC	COM	827048109	53073	1413021	SH	DEFINED	6
SILICON MOTION TECHNOLOGY CO	SPONSORED ADR	82706C108	48015	2939035	SH	DEFINED	6
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	31976	5467666	SH	DEFINED	6
SIMMONS 1ST NATL CORP	CL A \$1 PAR	828730200	4583	157990	SH	DEFINED	6
SIMPSON MANUFACTURING CO INC	COM	829073105	5484	202900	SH	DEFINED	6
SK TELECOM LTD	SPONSORED ADR	78440P108	84102	3599705	SH	DEFINED	6
SKY FINL GROUP INC	COM	83080P103	16079	645747	SH	DEFINED	6
SKYWEST INC	COM	830879102	24023	979711	SH	DEFINED	6
SMART & FINAL INC	COM	831683107	807	47295	SH	DEFINED	6
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	987	21546	SH	DEFINED	6
SMITHFIELD FOODS INC	COM	832248108	31280	1157640	SH	DEFINED	6
SMUCKER J M CO	COM NEW	832696405	5147	107350	SH	DEFINED	6
SMURFIT-STONE CONTAINER CORP	COM	832727101	85	7610	SH	DEFINED	6
SOLECTRON CORP	COM	834182107	86	26270	SH	DEFINED	6
SONIC AUTOMOTIVE INC	CL A	83545G102	18629	806780	SH	DEFINED	6
SONY CORP	ADR NEW	835699307	45689	1158988	SH	DEFINED	6
SOURCE INTERLINK COS INC	COM NEW	836151209	8328	876608	SH	DEFINED	6
SOUTH JERSEY INDS INC	COM	838518108	3784	126520	SH	DEFINED	6
SOUTHERN CO	COM	842587107	600	17400	SH	DEFINED	6
SOUTHERN UN CO NEW	COM	844030106	35	1330	SH	DEFINED	6
SOUTHWEST AIRLS CO	COM	844741108	356	21350	SH	DEFINED	6
SOUTHWEST BANCORP INC OKLA	COM	844767103	2823	109340	SH	DEFINED	6
SOVEREIGN BANCORP INC	COM	845905108	124	5745	SH	DEFINED	6
SPECTRALINK CORP	COM	847580107	7155	871425	SH	DEFINED	6
SPECTRUM BRANDS INC	COM	84762L105	8209	972640	SH	DEFINED	6
SPEEDWAY MOTORSPORTS INC	COM	847788106	14304	392850	SH	DEFINED	6
SPRINT NEXTEL CORP	COM FON	852061100	5215	304089	SH	DEFINED	6
SPX CORP	COM	784635104	9897	185200	SH	DEFINED	6
ST JOE CO	COM	790148100	982	17900	SH	DEFINED	6
ST PAUL TRAVELERS INC	COM	792860108	51425	1096708	SH	DEFINED	6
STAGE STORES INC	COM NEW	85254C305	22250	758366	SH	DEFINED	6
STANCORP FINL GROUP INC	COM	852891100	14235	318960	SH	DEFINED	6
STANDARD MICROSYSTEMS CORP	COM	853626109	20	700	SH	DEFINED	6
STANDARD PAC CORP NEW	COM	85375C101	5336	227080	SH	DEFINED	6
STANDEX INTL CORP	COM	854231107	5605	201030	SH	DEFINED	6
STANLEY FURNITURE INC	COM NEW	854305208	3256	152800	SH	DEFINED	6
STANLEY WKS	COM	854616109	1645	32990	SH	DEFINED	6
STEAK N SHAKE CO	COM	857873103	2245	132910	SH	DEFINED	6
STEELCASE INC	CL A	858155203	142	9070	SH	DEFINED	6
STEINWAY MUSICAL INSTRS INC	COM	858495104	666	23770	SH	DEFINED	6
STERLING FINL CORP WASH	COM	859319105	823	25382	SH	DEFINED	6
STEWART INFORMATION SVCS COR	COM	860372101	9509	273470	SH	DEFINED	6
STONE ENERGY CORP	COM	861642106	37012	914340	SH	DEFINED	6
STRATTEC SEC CORP	COM	863111100	2424	63220	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

SUMMA INDS	COM	86562T105	849	57341	SH	DEFINED	6
SUN MICROSYSTEMS INC	COM	866810104	7040	1458113	SH	DEFINED	6
SUNOCO INC	COM	86764P109	179	2880	SH	DEFINED	6
SUNTRUST BKS INC	COM	867914103	676	8750	SH	DEFINED	6
SUPERIOR ESSEX INC	COM	86815V105	1033	30155	SH	DEFINED	6
SUPERVALU INC	COM	868536103	332	11209	SH	DEFINED	6
SUPPORTSOFT INC	COM	868587106	37	8500	SH	DEFINED	6
SUPREME INDS INC	CL A	868607102	924	139570	SH	DEFINED	6
SUREWEST COMMUNICATIONS	COM	868733106	27	1400	SH	DEFINED	6
SUSQUEHANNA BANCSHARES INC P	COM	869099101	14593	597078	SH	DEFINED	6
SWIFT TRANSN CO	COM	870756103	9368	394933	SH	DEFINED	6
SWS GROUP INC	COM	78503N107	3644	146420	SH	DEFINED	6
SYMANTEC CORP	COM	871503108	209	9800	SH	DEFINED	6
SYNERON MEDICAL LTD	ORD SHS	M87245102	10714	463794	SH	DEFINED	6
SYNNEX CORP	COM	87162W100	11430	496750	SH	DEFINED	6
SYNOPSIS INC	COM	871607107	11245	570210	SH	DEFINED	6
SYNOVUS FINL CORP	COM	87161C105	87	2950	SH	DEFINED	6
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2463	256484	SH	DEFINED	6
TALBOTS INC	COM	874161102	8616	316200	SH	DEFINED	6
TALK AMERICA HLDGS INC	COM NEW	87426R202	1066	112212	SH	DEFINED	6
TARGET CORP	COM	87612E106	53752	972892	SH	DEFINED	6
TAYLOR CAP GROUP INC	COM	876851106	3179	107582	SH	DEFINED	6
TCF FINL CORP	COM	872275102	6311	240040	SH	DEFINED	6
TD BANKNORTH INC	COM	87235A101	76	2644	SH	DEFINED	6
TECH DATA CORP	COM	878237106	141	3870	SH	DEFINED	6
TECHNIP NEW	SPONSORED ADR	878546209	31247	563287	SH	DEFINED	6
TECHNOLOGY RESH CORP	COM NEW	878727304	145	34196	SH	DEFINED	6
TECO ENERGY INC	COM	872375100	22706	1450880	SH	DEFINED	6
TELEFLEX INC	COM	879369106	473	8500	SH	DEFINED	6
TELEFONICA S A	SPONSORED ADR	879382208	1546	29842	SH	DEFINED	6
TELEPHONE & DATA SYS INC	COM	879433100	130	3090	SH	DEFINED	6
TELEPHONE & DATA SYS INC	SPL COM	879433860	78	1900	SH	DEFINED	6
TELLABS INC	COM	879664100	4457	406700	SH	DEFINED	6
TEMPLE INLAND INC	COM	879868107	1717	42805	SH	DEFINED	6
TEMPUR PEDIC INTL INC	COM	88023U101	39306	2289220	SH	DEFINED	6
TENET HEALTHCARE CORP	COM	88033G100	7415	910905	SH	DEFINED	6
TESSCO TECHNOLOGIES INC	COM	872386107	2296	77944	SH	DEFINED	6
TEXTRON INC	COM	883203101	47899	547419	SH	DEFINED	6
THERMO ELECTRON CORP	COM	883556102	331	8410	SH	DEFINED	6
TIDEWATER INC	COM	886423102	23109	526475	SH	DEFINED	6
TIFFANY & CO NEW	COM	886547108	14018	425722	SH	DEFINED	6
TIMBERLAND BANCORP INC	COM	887098101	1495	42600	SH	DEFINED	6
TIMBERLAND CO	CL A	887100105	29797	1035700	SH	DEFINED	6
TIME WARNER INC	COM	887317105	680	37300	SH	DEFINED	6
TIMKEN CO	COM	887389104	15239	511720	SH	DEFINED	6
TJX COS INC NEW	COM	872540109	328	11700	SH	DEFINED	6
TORCHMARK CORP	COM	891027104	9827	155720	SH	DEFINED	6
TOTAL S A	SPONSORED ADR	89151E109	3220	48831	SH	DEFINED	6
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	27504	252560	SH	DEFINED	6
TRAFFIC COM INC	COM	892717109	34	6800	SH	DEFINED	6
TRANSATLANTIC HLDGS INC	COM	893521104	149	2460	SH	DEFINED	6
TRANSOCEAN INC	ORD	G90078109	16537	225815	SH	DEFINED	6
TRIAD GTY INC	COM	895925105	18491	361356	SH	DEFINED	6
TRIAD HOSPITALS INC	COM	89579K109	6917	157090	SH	DEFINED	6
TRIBUNE CO NEW	COM	896047107	467	14260	SH	DEFINED	6
TRICO BANCSHARES	COM	896095106	1413	57111	SH	DEFINED	6
TRINITY INDS INC	COM	896522109	203	6300	SH	DEFINED	6
TRONOX INC	COM CL B	897051207	893	69926	SH	DEFINED	6
TRUSTCO BK CORP N Y	COM	898349105	2382	219700	SH	DEFINED	6
TRUSTMARK CORP	COM	898402102	37222	1184273	SH	DEFINED	6
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	20351	845490	SH	DEFINED	6
TSR INC	COM	872885108	291	70600	SH	DEFINED	6



Edgar Filing: LEGG MASON INC - Form 13F-HR/A

TUESDAY MORNING CORP	COM NEW	899035505	12588	906930	SH	DEFINED	6
TUPPERWARE BRANDS CORP	COM	899896104	31979	1643340	SH	DEFINED	6
TXU CORP	COM	873168108	688	11000	SH	DEFINED	6
TYCO INTL LTD NEW	COM	902124106	347	12400	SH	DEFINED	6
TYSON FOODS INC	CL A	902494103	216	13620	SH	DEFINED	6
U S CONCRETE INC	COM	90333L102	1845	283367	SH	DEFINED	6
UAP HLDG CORP	COM	903441103	2022	94600	SH	DEFINED	6
UMB FINL CORP	COM	902788108	3467	94804	SH	DEFINED	6
UNIBANCO-UNIAO DE BANCOS BRA	GDR REP PFD UT	90458E107	270	3645	SH	DEFINED	6
UNICO AMERN CORP	COM	904607108	591	57088	SH	DEFINED	6
UNIFIRST CORP MASS	COM	904708104	1886	60360	SH	DEFINED	6
UNILEVER N V	N Y SHS NEW	904784709	1721	70130	SH	DEFINED	6
UNION PAC CORP	COM	907818108	986	11200	SH	DEFINED	6
UNIONBANCAL CORP	COM	908906100	114	1880	SH	DEFINED	6
UNITED AUTO GROUP INC	COM	909440109	26504	1132660	SH	DEFINED	6
UNITED BANKSHARES INC WEST V	COM	909907107	11070	297413	SH	DEFINED	6
UNITED CMNTY FINL CORP OHIO	COM	909839102	5693	462090	SH	DEFINED	6
UNITED FIRE & CAS CO	COM	910331107	6594	210676	SH	DEFINED	6
UNITED INDL CORP	COM	910671106	4811	89930	SH	DEFINED	6
UNITED MICROELECTRONICS CORP	SPONSORED ADR	910873207	28782	9506803	SH	DEFINED	6
UNITED ONLINE INC	COM	911268100	34806	2857691	SH	DEFINED	6
UNITED RENTALS INC	COM	911363109	4626	198970	SH	DEFINED	6
UNITED SEC BANCSHARES INC	SHS	911459105	1685	60379	SH	DEFINED	6
UNITED STATES CELLULAR CORP	COM	911684108	143	2400	SH	DEFINED	6
UNITED STATIONERS INC	COM	913004107	1874	40300	SH	DEFINED	6
UNITED TECHNOLOGIES CORP	COM	913017109	57148	902106	SH	DEFINED	6
UNITEDHEALTH GROUP INC	COM	91324P102	22560	458520	SH	DEFINED	6
UNITRIN INC	COM	913275103	7652	173250	SH	DEFINED	6
UNIVERSAL CORP VA	COM	913456109	14942	409030	SH	DEFINED	6
UNIVERSAL FST PRODS INC	COM	913543104	5349	109048	SH	DEFINED	6
UNIVEST CORP PA	COM	915271100	2770	95871	SH	DEFINED	6
UNIVISION COMMUNICATIONS INC	CL A	914906102	305	8880	SH	DEFINED	6
UNUMPROVIDENT CORP	COM	91529Y106	535	27579	SH	DEFINED	6
UPM KYMMENE CORP	SPONSORED ADR	915436109	20120	867245	SH	DEFINED	6
US BANCORP DEL	COM NEW	902973304	76545	2304184	SH	DEFINED	6
USEC INC	COM	90333E108	2752	285500	SH	DEFINED	6
UST INC	COM	902911106	25	460	SH	DEFINED	6
V F CORP	COM	918204108	743	10180	SH	DEFINED	6
VALASSIS COMMUNICATIONS INC	COM	918866104	2112	119670	SH	DEFINED	6
VECTREN CORP	COM	92240G101	19119	712060	SH	DEFINED	6
VERIZON COMMUNICATIONS	COM	92343V104	62437	1681582	SH	DEFINED	6
VERTRUE INC	COM	92534N101	6057	154050	SH	DEFINED	6
VIACOM INC NEW	CL B	92553P201	494	13275	SH	DEFINED	6
VIMICRO INTL CORP	ADR	92718N109	5959	540700	SH	DEFINED	6
VISHAY INTERTECHNOLOGY INC	COM	928298108	103	7350	SH	DEFINED	6
VNUS MED TECHNOLOGIES INC	COM	928566108	51	7700	SH	DEFINED	6
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	41657	1865579	SH	DEFINED	6
WABASH NATL CORP	COM	929566107	8527	622890	SH	DEFINED	6
WACHOVIA CORP 2ND NEW	COM	929903102	91953	1647911	SH	DEFINED	6
WADDELL & REED FINL INC	CL A	930059100	7697	310985	SH	DEFINED	6
WAL MART STORES INC	COM	931142103	21224	430340	SH	DEFINED	6
WASHINGTON BKG CO OAK HBR WA	COM	937303105	1089	60989	SH	DEFINED	6
WASHINGTON FED INC	COM	938824109	59946	2671408	SH	DEFINED	6
WASHINGTON MUT INC	COM	939322103	46069	1059781	SH	DEFINED	6
WASHINGTON TR BANCORP	COM	940610108	1087	41000	SH	DEFINED	6
WASTE MGMT INC DEL	COM	94106L109	310	8450	SH	DEFINED	6
WATSON PHARMACEUTICALS INC	COM	942683103	6023	230140	SH	DEFINED	6
WCI CMNTYS INC	COM	92923C104	1349	77330	SH	DEFINED	6
WEBSTER FINL CORP CONN	COM	947890109	31232	662950	SH	DEFINED	6
WELLMAN INC	COM	949702104	509	127580	SH	DEFINED	6
WELLS FARGO & CO NEW	COM	949746101	17898	494700	SH	DEFINED	6
WELLSFORD REAL PPTYS INC	COM NEW	950240200	332	45099	SH	DEFINED	6

Edgar Filing: LEGG MASON INC - Form 13F-HR/A

WERNER ENTERPRISES INC	COM	950755108	9687	517760	SH	DEFINED	6
WESBANCO INC	COM	950810101	6177	211385	SH	DEFINED	6
WEST BANCORPORATION INC	CAP STK	95123P106	1084	63360	SH	DEFINED	6
WEST COAST BANCORP ORE NEW	COM	952145100	2519	82490	SH	DEFINED	6
WESTAR ENERGY INC	COM	95709T100	28875	1228220	SH	DEFINED	6
WESTELL TECHNOLOGIES INC	CL A	957541105	1840	880289	SH	DEFINED	6
WESTERN DIGITAL CORP	COM	958102105	8455	467100	SH	DEFINED	6
WESTLAKE CHEM CORP	COM	960413102	5081	158727	SH	DEFINED	6
WEYERHAEUSER CO	COM	962166104	351	5700	SH	DEFINED	6
WGL HLDGS INC	COM	92924F106	31968	1020030	SH	DEFINED	6
WHIRLPOOL CORP	COM	963320106	2877	34210	SH	DEFINED	6
WHITING PETE CORP NEW	COM	966387102	19005	473942	SH	DEFINED	6
WHITTIER ENERGY CORP	COM NEW	966785305	509	81500	SH	DEFINED	6
WILLIAMS COS INC DEL	COM	969457100	11343	475195	SH	DEFINED	6
WILSONS THE LEATHER EXPERTS	COM	972463103	868	327540	SH	DEFINED	6
WINDSTREAM CORP	COM	97381W104	1	103	SH	DEFINED	6
WIRELESS TELECOM GROUP INC	COM	976524108	792	347170	SH	DEFINED	6
WISCONSIN ENERGY CORP	COM	976657106	273	6320	SH	DEFINED	6
WORLD ACCEP CORP DEL	COM	981419104	6363	144689	SH	DEFINED	6
WORTHINGTON INDS INC	COM	981811102	39752	2330130	SH	DEFINED	6
WPP GROUP PLC	SPON ADR 0905	929309409	1456	39259	SH	DEFINED	6
WPS RESOURCES CORP	COM	92931B106	53986	1087760	SH	DEFINED	6
WSFS FINL CORP	COM	929328102	1768	28430	SH	DEFINED	6
WYETH	COM	983024100	62572	1237652	SH	DEFINED	6
WYNDHAM WORLDWIDE CORP	COM	98310W108	1	18	SH	DEFINED	6
XCEL ENERGY INC	COM	98389B100	770	37270	SH	DEFINED	6
XERIUM TECHNOLOGIES INC	COM	98416J100	23399	2111852	SH	DEFINED	6
XEROX CORP	COM	984121103	161	10330	SH	DEFINED	6
XL CAP LTD	CL A	G98255105	25	364	SH	DEFINED	6
YADKIN VALLEY FINANCIAL CORP	COM	984314104	838	53922	SH	DEFINED	6
YAMANA GOLD INC	COM	98462Y100	549	59400	SH	DEFINED	6
YANKEE CANDLE INC	COM	984757104	15049	514150	SH	DEFINED	6
YRC WORLDWIDE INC	COM	984249102	30555	824930	SH	DEFINED	6
YUM BRANDS INC	COM	988498101	154	2950	SH	DEFINED	6
ZALE CORP NEW	COM	988858106	37846	1364310	SH	DEFINED	6
ZENITH NATL INS CORP	COM	989390109	21365	535584	SH	DEFINED	6
ZIONS BANCORPORATION	COM	989701107	211	2640	SH	DEFINED	6