

LEGG MASON, INC.

Form 3

August 10, 2015

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â TRIAN FUND
MANAGEMENT, L.P.

(Last) (First) (Middle)

280 PARK AVENUE,Â 41ST
FLOOR

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
08/05/20153. Issuer Name **and** Ticker or Trading Symbol
LEGG MASON, INC. [LM]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, \$.10 par value

11,039,896

I

Please see explanation below ⁽¹⁾
(2) (3)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Edgar Filing: LEGG MASON, INC. - Form 3

Date Exercisable	Expiration Date	Title	(Instr. 4) Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
Trian Fund Management GP, LLC 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
Trian Partners General Partner, LLC 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
Trian Partners (ERISA) General Partner, LLC 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
Trian Partners Parallel Fund I General Partner, LLC 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
Trian Partners Strategic Investment Fund General Partner, LLC 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
Trian Partners Strategic Co-Investment Fund-A GP, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

Trian Fund Management, L.P., By: Trian Fund Management GP, LLC, By: Peter W. May, Member

08/10/2015

__Signature of Reporting Person

Date

Peter W. May, Member of Trian Fund Management GP, LLC

08/10/2015

__Signature of Reporting Person

Date

Peter W. May, Member of Trian Partners General Partner, LLC	08/10/2015
__Signature of Reporting Person	Date
Peter W. May, Member of Trian Partners (ERISA) General Partner, LLC	08/10/2015
__Signature of Reporting Person	Date
Peter W. May, Member of Trian Partners Parallel Fund I, General Partner, LLC	08/10/2015
__Signature of Reporting Person	Date
Peter W. May, Member of Trian Partners Strategic Investment Fund General Partner, LLC	08/10/2015
__Signature of Reporting Person	Date
Peter W. May, Member of Trian Partners Strategic Investment Fund-A General Partner, LLC	08/10/2015
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Trian Fund Management GP, LLC is the general partner of Trian Fund Management, L.P., which serves as the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore"), Trian Partners Parallel Fund I, L.P. ("Parallel Fund I"), Trian Partners Master Fund (ERISA), L.P. ("Trian ERISA Fund"), Trian Partners Strategic Investment Fund, L.P. ("Strategic Fund") and Trian Partners Strategic Investment Fund-A, L.P. ("Strategic Fund-A").
- (2) (FN 1, contd.) Trian Partners General Partner, LLC is the general partner of Trian Partners GP, L.P., which is the general partner of Trian Onshore and Trian Offshore. Trian Partners Parallel Fund I General Partner, LLC is the general partner of Parallel Fund I. Trian Partners (ERISA) General Partner, LLC is the general partner of Trian Partners (ERISA) GP, L.P., which is the general partner of Trian ERISA Fund. Trian Partners Strategic Investment Fund General Partner, LLC is the general partner of Trian Partners Strategic Investment Fund GP, L.P., which is the general partner of Strategic Fund and Trian Partners Strategic Investment Fund-A General Partner, LLC is the general partner of Trian Partners Strategic Investment Fund-A GP, L.P., which is the general partner of Strategic Fund-A.
- (3) (FN 2, contd.) Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

Â

Remarks:

EachÂ ofÂ TrianÂ Partners,Â L.P.,Â TrianÂ PartnersÂ MasterÂ Fund,Â L.P.,Â TrianÂ PartnersÂ MasterÂ FundÂ (ERISA), Fund-A,Â L.P.Â (collectively,Â theÂ "LPÂ Entities"),Â isÂ alsoÂ aÂ reportingÂ person.Â Â SinceÂ theÂ SEC'sÂ filingÂ systemÂ relatesÂ toÂ theÂ sameÂ securitiesÂ reportedÂ herein.Â Thus,Â inÂ total,Â thereÂ areÂ 13Â jointÂ filers:Â theÂ LP

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.