

LEGG MASON, INC.  
Form 3  
April 08, 2015

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

OMB APPROVAL

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**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol  |  |
| Â Schliessler Ursula                      |         | (Month/Day/Year)                     | LEGG MASON, INC. [LM]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 04/01/2015                           |  |  |
| 100 INTERNATIONAL DRIVE                   |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner                       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| BALTIMORE,Â MDÂ 21202                     |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)                                | CAO  |  |

**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                    | 2,916   | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**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 Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|                              |       |            |              | Shares |          | (I)<br>(Instr. 5) |   |
|------------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Stock Options (Right to buy) | Â (1) | 05/17/2019 | Common Stock | 3,713  | \$ 33.99 | D                 | Â |
| Stock Options (Right to buy) | Â (2) | 05/17/2020 | Common Stock | 4,899  | \$ 23.72 | D                 | Â |
| Stock Options (Right to buy) | Â (3) | 05/16/2021 | Common Stock | 3,578  | \$ 35.16 | D                 | Â |
| Stock Options (Right to buy) | Â (4) | 05/16/2022 | Common Stock | 7,117  | \$ 47.64 | D                 | Â |
| Restricted Stock Units       | Â (5) | Â (5)      | Common Stock | 2,656  | \$ (6)   | D                 | Â |
| Restricted Stock Units       | Â (7) | Â (7)      | Common Stock | 4,597  | \$ (6)   | D                 | Â |
| Restricted Stock Units       | Â (8) | Â (8)      | Common Stock | 3,028  | \$ (6)   | D                 | Â |
| Restricted Stock Units       | Â (9) | Â (9)      | Common Stock | 2,696  | \$ (6)   | D                 | Â |

## Reporting Owners

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

## Signatures

Melissa A. Warren Attorney-in-fact for Ursula Schliessler 04/08/2015

\_\_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) Employee stock options vest serially over four years and commenced on May 31, 2012.
- (2) Employee stock options vest serially over four years and commenced on May 31, 2013.
- (3) Employee stock options vest serially over four years and commenced on May 31, 2014.
- (4) Employee stock options vest serially over four years and commence on May 31, 2015.
- (5) Restricted stock units vest serially over four years and commenced on April 30, 2012.
- (6) Each restricted stock unit represents the right to receive one (1) share of Common Stock upon settlement.
- (7) Restricted stock units vest serially over four years and commenced on April 30, 2013.
- (8) Restricted stock units vest serially over four years and commenced on April 30, 2014.

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(9) Restricted stock units vest serially over four years and commence 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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