Lattin Patricia Form 4 October 31, 2017

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

Check this box if no longer subject to Section 16.

Form 4 or

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Lattin Patricia

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

LEGG MASON, INC. [LM]

(Check all applicable)

OMB

Number:

Expires:

response...

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

LEGG MASON, INC., 100

3. Date of Earliest Transaction

(Month/Day/Year) 10/27/2017

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

INTERNATIONAL DRIVE

4. If Amendment, Date Original

Executive Vice President 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ 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

BALTIMORE, MD 21202

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following

Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Indirect

Reported Transaction(s)

or Code V Amount (D) Price

(A)

(Instr. 3 and 4)

Common Stock

(Instr. 3)

38,660.09 (1)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date		4.	5. Number	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
Derivative Security	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any	Transaction Code	onof Derivative					Derivati Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				.,	(Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (2)	<u>(3)</u>	10/27/2017		A	0.52	(2)	(2)	Common Stock	0.52	\$ 36.2

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lattin Patricia LEGG MASON, INC. 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202

Executive Vice President

Signatures

Melissa A. Warren, Attorney-in-Fact for Patricia Lattin

10/31/2017

**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).
- (1) Includes the acquisition of .07 shares of Legg Mason, Inc. Common Stock pursuant to the Legg Mason, Inc. Employee Stock Purchase Plan for date October 23rd at a price of \$37.67.
- (2) Phantom Stock Units acquired pursuant to and under conditions of the Legg Mason & Co., LLC Deferred Compensation/Phantom Stock Plan, as amended. See Exhibit 10.4 of the Form 10-K for the fiscal year ended March 31, 2009.
- (3) 1-for-1

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.

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