

HIMELFARB RICHARD J
Form 5
May 01, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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

Form 3 Holdings Reported
 Form 4 Transactions Reported

| | | | | | | |
|---|--|--|---|--|---|------------------------------------|
| 1. Name and Address of Reporting Person* Himelfarb Richard J. | | | 2. Issuer Name and Ticker or Trading Symbol Legg Mason, Inc. (LM) | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| | | | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Last) (First) (Middle) 100 Light Street | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | <input checked="" type="checkbox"/> Officer (give title below) | |
| | | | | | Senior Executive Vice-President | |
| (Street) Baltimore, MD 21202 | | | 4. Statement for Month/Year 03/31/2003 | | 7. Individual or Joint/Group Reporting (check applicable line) | |
| (City) (State) (Zip) | | | | | <input checked="" type="checkbox"/> Form Filed by 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|-------------------------------|---|------------|------------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/31/03 (1) | | J (1) | 288.6894 | A | (1) | 228,029.7204 | D | |
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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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| FORM 5 (continued) | Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | |
|------------------------------|---|--|---------------------------------------|--|--------------------------------|---|-------------------|--|-------|--|---|---|--|
| | 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans-action Date (Month/Day/Year) | 3A. Deem-ed Ex-ecution Date, if any (Month/Day/Year) | 4. Trans-action Code (Instr.8) | 5. Number of Deriva-tive Securities Ac-quired (A) or Dis-posed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercis-able and Expi-ration Date (Month/Day/Year) | | 7. Title and Amount of Underly-ing Securities (Instr. 3 and 4) | 8. Price of De-riva-tive Secu-rity (Instr. 5) | 9. Number of De-rivative Securities Ben-eficially Owned at End of Year (Instr. 4) | 10. Owner-ship of Deriva-tive Secu-rity: Direct (D) or Indirect (I) (Instr. 4) |
| | | | | | (A) | (D) | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | | | |
| Stock Options (Right to Buy) | \$ 7.36 | | | | | | 07/27/04 | | | | 10,666 | D | |
| Stock Options (Right to Buy) | \$21.78 | | | | | | 07/23/04 | | | | 20,000 | D | |
| Stock Options (Right to Buy) | \$30.74 | | | | | | 07/22/06 | | | | 20,000 | D | |
| Stock Options (Right to Buy) | \$35.81 | | | | | | 07/22/07 | | | | 12,000 | D | |
| Stock Options (Right to Buy) | \$39.46 | | | | | | 07/22/10 | | | | 8,000 | D | |
| Stock Options (Right to Buy) | \$49.03 | | | | | | 07/22/09 | | | | 10,000 | D | |
| Stock Options (Right to Buy) | \$52.90 | | | | | | 07/22/08 | | | | 12,000 | D | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |

Explanation of Responses:

Acquisition of Common Stock pursuant to Legg Mason, Inc. Employee Stock Purchase

Plan from April 2002 to September 2002 at prices ranging from \$42.4617 to \$53.6300.

/s/ Thomas C. Merchant *

05/01/2003

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

**Signature of Reporting Person

Date

*Attorney-in-Fact

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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