

LEGG MASON, INC.  
Form 4  
April 12, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
TRIAN FUND MANAGEMENT,  
L.P.

(Last) (First) (Middle)

280 PARK AVENUE, 41ST  
FLOOR,

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
LEGG MASON, INC. [LM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/11/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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**

| 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, \$.10 par value   | 04/11/2016                           |  | S                              |   | 10,526,153  | D  | \$ 32 513,743   |
|                                 |                                      |  |                                |   |   | I  |   |

Please see explanation below (1) (2) (3)

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

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SEC 1474 (9-02)

**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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

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

LLC  
 280 PARK AVENUE  
 41ST FLOOR  
 NEW YORK, NY 10017

## Signatures

|  |            |
|--|------------|
| Trian Fund Management, L.P., By: Trian Fund Management GP, LLC, By: Edward P. Garden, Member | 04/12/2016 |
| __Signature of Reporting Person  | Date       |
| Edward P. Garden, Member of Trian Fund Management GP, LLC                                    | 04/12/2016 |
| __Signature of Reporting Person  | Date       |
| Edward P. Garden, Member of Trian Partners General Partner, LLC                              | 04/12/2016 |
| __Signature of Reporting Person  | Date       |
| Edward P. Garden, Member of Trian Partners (ERISA) General Partner, LLC                      | 04/12/2016 |
| __Signature of Reporting Person  | Date       |
| Edward P. Garden, Member of Trian Partners Parallel Fund I General Partner, LLC              | 04/12/2016 |
| __Signature of Reporting Person  | Date       |
| Edward P. Garden, Member of Trian Partners Strategic Investment Fund General Partner, LLC    | 04/12/2016 |
| __Signature of Reporting Person  | Date       |
| Edward P. Garden, Member of Trian Partners Strategic Investment Fund-A General Partner, LLC  | 04/12/2016 |
| __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) 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.

### Remarks:

Each of Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Master Fund (ERISA), L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic Investment Fund, L.P. and Trian Partners Strategic Investment Fund-A, L.P. (collectively, the "LP Entities") are reporting person. Since the SEC's filing system will not accept CIK and CCC codes from more than ten joint filers of a report, we have filed a separate Form 4 that relates to the same securities reported herein. Thus, in total, there are 13 joint filers: the LP Entities and Legg Mason, Inc.

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Fund Management, L.P. and each of the other persons that is signatory to this Form 4.

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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