

LEGG MASON, INC.
Form 4
January 20, 2017

FORM 4

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

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).

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 *
Chen Tian Qiao

(Last) (First) (Middle)
8 STEVENS ROAD
(Street)
SINGAPORE, U0 257819
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, \$0.01 par value | 01/18/2017 | | P | 30,405 A | \$ 31,578 (1) | 9,800,153 I | See Footnote (2) |

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)

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Chen Tian Qiao 8 STEVENS ROAD SINGAPORE, U0 257819 | | X | | |
| Shanda Media LTD 8 STEVENS ROAD SINGAPORE, U0 257819 | | X | | |
| Shanda Investment Group Ltd 8 STEVENS ROAD SINGAPORE, U0 257819 | | X | | |
| Shanda Technology Overseas Capital Co. 8 STEVENS ROAD SINGAPORE, U0 257819 | | X | | |
| Shanda Asset Management Investment Ltd 8 STEVENS ROAD SINGAPORE, U0 257819 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Tianqiao Chen | 01/20/2017 |
| **Signature of Reporting Person | Date |
| /s/ Tianqiao Chen, Director of Shanda Media Limited | 01/20/2017 |
| **Signature of Reporting Person | Date |
| /s/ Tianqiao Chen, Director of Shanda Investment Group Limited | 01/20/2017 |
| **Signature of Reporting Person | Date |
| /s/ Tianqiao Chen, Director of Shanda Technology Overseas Capital Company Limited | 01/20/2017 |
| **Signature of Reporting Person | Date |

/s/ Tianqiao Chen, Director of Shanda Asset Management Investment Limited

01/20/2017

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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.28 to \$31.71, inclusive. The reporting persons undertake to provide to Legg Mason, Inc., any security holder of Legg Mason, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(2) The securities set forth in this Form 4 are directly held by Shanda Asset Management Investment Limited. Mr. Tianqiao Chen is the sole shareholder of Shanda Media Limited. Shanda Media Limited owns 70% of all outstanding and issued shares of Shanda Investment Group Limited which is the sole shareholder of Shanda Technology Overseas Capital Company Limited. Shanda Technology Overseas Capital Company Limited is the sole shareholder of Shanda Asset Management Investment Limited.

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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