

BROWN CAPITAL MANAGEMENT, INC.
FORM 13F
30-Jun-06

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Dscretn	Voting Authority			
								Other Managers	Sole	Shared	None
BP PLC Sponsored		055622104	482	6,929	SH		Sole				6,929.000
Diageo plc		25243Q205	19,575	289,790	SH		Sole		83,125.000		209,065.000
Fomento Economico Mexicano, S.		2246039	458	5,475	SH		Sole		5,475.000		
Satyam Computer Services Ltd.		2756743	931	28,080	SH		Sole		28,080.000		
Teva Pharmaceuticals Industrie		2883878	1,928	61,030	SH		Sole		61,030.000		
Westpac Banking Corporation	COM	6076146	1,974	114,114	SH		Sole		114,114.000		
Patheon Inc.	COM	2731579	754	105,410	SH		Sole		105,410.000		
Royal Bank of Canada	COM	2754383	1,956	48,000	SH		Sole		48,000.000		
Kaba Holding AG	COM	7050417	1,352	5,540	SH		Sole		5,540.000		
Nobel Biocare Holding AG	COM	7385722	1,765	7,450	SH		Sole		7,450.000		
Synthes, Inc.	COM	B014635	1,927	16,000	SH		Sole		16,000.000		
Coloplast A/S	COM	b04tzz0	2,523	33,990	SH		Sole		33,990.000		
Danske Bank A/S	COM	4588825	2,407	63,240	SH		Sole		63,240.000		
ABN AMRO Holding NV	COM	5250769	1,394	50,983	SH		Sole		50,983.000		
Amplifon S.p.A	COM	b14nj71	2,950	346,650	SH		Sole		346,650.000		
Axa	COM	7088429	1,741	53,060	SH		Sole		53,060.000		
C&C Group plc	COM	b011y09	1,729	199,110	SH		Sole		199,110.000		
Dexia	COM	7147610	1,884	78,390	SH		Sole		78,390.000		
Hermes Intl.	COM	5253973	1,568	17,730	SH		Sole		17,730.000		
IAWS Group plc	COM	4511155	1,521	86,215	SH		Sole		86,215.000		
Koninklijke DSM NV	COM	b0hzi93	1,820	43,725	SH		Sole		43,725.000		
L'Oreal SA	COM	4057808	1,752	18,555	SH		Sole		18,555.000		
Paddy Power plc	COM	4828974	1,173	67,700	SH		Sole		67,700.000		
Philips Electronics NV	COM	5986622	2,268	72,591	SH		Sole		72,591.000		
RHJ International	COM	b06s4f0	1,381	65,160	SH		Sole		65,160.000		
Rhoen-Klinikum AG	COM	4717629	2,436	54,675	SH		Sole		54,675.000		
Tod's S.p.A.	COM	4643735	951	12,690	SH		Sole		12,690.000		

Unicredito Italiano S.p.A.	COM	4232445	2,676	341,985 SH	Sole	341,985.000	
British Sky Broadcasting Group	COM	0141192	1,747	164,675 SH	Sole	164,675.000	
Diageo plc	COM	0237400	3,119	185,395 SH	Sole	185,395.000	
Man Group plc	COM	0294405	3,340	70,880 SH	Sole	70,880.000	
Royal Bank of Scotland Group p	COM	0754783	1,932	58,748 SH	Sole	58,748.000	
SABMiller plc	COM	0483548	1,927	106,890 SH	Sole	106,890.000	
Shire plc	COM	b0kqx86	2,338	160,200 SH	Sole	160,200.000	
United Business Media plc	COM	B0B2LQ7	1,401	116,945 SH	Sole	116,944.990	
Esprit Holdings Ltd.	COM	6321642	3,410	417,800 SH	Sole	417,800.000	
Global Bio-Chem Technology Gro	COM	6336527	2,171	5,109,200 SH	Sole	5,109,200.000	
Travelsky Technology Ltd.	COM	6321954	1,651	1,440,400 SH	Sole	1,440,400.000	
Asatsu-DK Inc.	COM	6056052	2,003	61,900 SH	Sole	61,900.000	
Daito Trust Construction Co. L	COM	6250508	2,867	51,700 SH	Sole	51,700.000	
Hakuhodo DY Holdings Inc.	COM	b05lz02	1,116	15,150 SH	Sole	15,150.000	
Japan Tobacco Inc.	COM	6474535	3,247	890 SH	Sole	890.000	
Nissin Food Products Co., Ltd.	COM	6641760	1,134	32,100 SH	Sole	32,100.000	
Sky Perfect Communications Inc	COM	6290571	1,032	1,598 SH	Sole	1,598.000	
Uni-Charm Corporation	COM	6911485	1,786	32,300 SH	Sole	32,300.000	
Fomento Economico Mexicano, S.	COM	2242059	1,610	191,500 SH	Sole	191,500.000	
Walmart De Mexico SA de CV	COM	2135212	2,064	747,050 SH	Sole	747,050.000	
Tandberg ASA	COM	7283440	579	69,955 SH	Sole	69,955.000	
Clas Ohlson AB	COM	b033yf8	1,596	76,630 SH	Sole	76,630.000	
Nordea Bank AB	COM	5380031	1,325	110,985 SH	Sole	110,985.000	
Swedish Match AB	COM	5048566	1,981	123,010 SH	Sole	123,010.000	
AFLAC, Inc.	COM	001055102	748	16,144 SH	Sole	125.000	16,019.000
ANSYS Inc.	COM	03662q105	43,181	903,000 SH	Sole	696,400.000	206,600.000
Accelrys Inc.	COM	00430u103	15,262	2,140,493 SH	Sole	1,705,980.000	434,513.000
Accenture Ltd.	COM	g1150g111	12,128	428,235 SH	Sole	134,885.000	297,350.000
Acxiom Corporation	COM	005125109	27,390	1,095,600 SH	Sole	817,300.000	278,300.000
Adobe Systems Inc.	COM	00724f101	16,426	541,030 SH	Sole	263,950.000	277,080.000
Advance Auto Parts	COM	00751y106	8,498	294,042 SH	Sole	133,049.000	162,992.000
Affymetrix Inc.	COM	00826t108	26,986	1,054,150 SH	Sole	763,100.000	291,050.000
Affymetrix Inc.	COM	00826t108	2,759	107,760 SH	Sole	81,120.000	26,640.000
Albany Molecular Research	COM	012423109	16,410	1,536,488 SH	Sole	1,099,854.000	436,634.000
Allscripts Healthcare Solution	COM	01988p108	7,692	438,275 SH	Sole	328,975.000	109,300.000
Altera Corporation	COM	021441100	4,037	230,055 SH	Sole	172,455.000	57,600.000
American Express	COM	025816109	16,039	301,375 SH	Sole	99,970.000	204,805.000

American Int'l. Group	COM	026874107	23,913	404,960 SH	Sole	134,255.000	274,605.000
American Software A	COM	029683109	8,679	1,291,500 SH	Sole	865,400.000	426,100.000
Ameriprise Financial Inc.	COM	03076c106	15,090	337,811 SH	Sole	164,844.000	174,947.000
Amgen, Inc.	COM	031162100	27,304	418,580 SH	Sole	122,565.000	299,215.000
Apollo Group INC-CL A	COM	037604105	5,775	111,775 SH	Sole	34,075.000	77,700.000
Apple Computer	COM	037833100	13,221	231,460 SH	Sole	73,940.000	158,620.000
Arch Coal, Inc	COM	039380100	13,445	317,320 SH	Sole	150,310.000	169,010.000
Avid Technology, Inc.	COM	05367p100	3,940	118,200 SH	Sole	88,500.000	29,700.000
Axis Capital Holdings Ltd.	COM	2677606	1,031	36,035 SH	Sole	36,035.000	
BJ Services Co.	COM	055482103	5,419	145,450 SH	Sole	108,450.000	37,000.000
Baker Hughes, Inc.	COM	057224107	501	6,120 SH	Sole		6,120.000
Bank of America Corp.	COM	060505104	18,977	394,532 SH	Sole	138,443.000	260,689.010
Bausch & Lomb Incorporated	COM	071707103	5,605	114,300 SH	Sole	85,800.000	28,500.000
Best Buy Co.Inc.	COM	086516101	20,074	366,051 SH	Sole	110,795.000	258,406.000
Biomet	COM	090613100	4,198	134,165 SH	Sole	98,895.000	35,270.000
Blackbaud, Inc.	COM	09227q100	33,747	1,486,650 SH	Sole	1,141,361.000	345,289.000
Boeing Company	COM	097023105	16,434	200,630 SH	Sole	62,565.000	139,965.000
Broadcom Corporation	COM	111320107	9,658	321,411 SH	Sole	154,256.000	167,155.000
Bruker Biosciences Inc.	COM	116794108	9,167	1,710,248 SH	Sole	1,378,378.000	331,870.000
Caremark RX Inc.	COM	141705103	10,554	211,625 SH	Sole	66,045.000	147,480.000
Carnival Corp.	COM	143658300	333	7,975 SH	Sole	2,800.000	5,175.000
Catalina Marketing	COM	148867104	12,441	437,125 SH	Sole	307,825.000	129,300.000
Celgene Corporation	COM	151020104	14,390	303,405 SH	Sole	155,740.000	147,665.000
Cerner Corporation	COM	156782104	21,851	588,806 SH	Sole	384,906.000	203,900.000
Check Point Software Technolog	COM	m22465104	1,164	66,200 SH	Sole	66,200.000	
Checkfree Corp.	COM	162813109	11,134	224,650 SH	Sole	97,250.000	127,400.000
Cheesecake Factory (The)	COM	163072101	21,001	779,244 SH	Sole	488,774.000	290,470.000
Cheesecake Factory (The)	COM	163072101	3,747	139,022 SH	Sole	125,308.000	13,714.000
Chico's Fas Inc.	COM	168615102	4,751	176,100 SH	Sole	131,800.000	44,300.000
Cisco Systems	COM	17275r102	17,984	920,831 SH	Sole	278,435.000	649,996.000
Coach Inc.	COM	189754104	20,229	676,555 SH	Sole	314,410.000	365,745.000
Cognex Corp.	COM	192422103	37,559	1,442,902 SH	Sole	1,103,402.000	339,500.000
Concur Technologies Inc.	COM	206708109	49,688	3,211,881 SH	Sole	2,434,536.000	777,345.000
Copart Inc.	COM	217204106	5,466	222,555 SH	Sole	167,055.000	55,500.000
Corning Inc.	COM	219350105	8,220	339,805 SH	Sole	101,150.000	238,655.000
Covance Inc.	COM	222816100	24,882	406,430 SH	Sole	204,125.000	204,405.000
DR Horton Inc.	COM	23331a109	11,045	463,700 SH	Sole	231,920.000	233,080.000

DTS Inc	COM	23335C101	40,621	2,085,245 SH	Sole	1,680,965.000	404,280.000
Danaher Corp.	COM	235851102	33,417	519,540 SH	Sole	226,960.000	296,480.000
Dendrite Intl Inc.	COM	248239105	18,654	2,018,875 SH	Sole	1,601,025.000	417,850.000
Diagnostic Products	COM	252450101	38,376	659,714 SH	Sole	481,514.000	178,200.000
Diamond Offshore Drilling, Inc	COM	25271c102	19,904	237,145 SH	Sole	145,195.000	93,250.000
Dick's Sporting Goods Inc.	COM	253393102	20,922	528,330 SH	Sole	264,720.000	266,410.000
Dionex Corp.	COM	254546104	32,571	595,880 SH	Sole	457,850.000	138,030.000
Dolby Laboratories Inc.-CI A	COM	25659t107	46,322	1,988,050 SH	Sole	1,550,850.000	437,200.000
E*Trade Group	COM	269246104	3,801	166,550 SH	Sole	124,750.000	41,800.000
EMC Corporation	COM	268648102	11,717	1,068,099 SH	Sole	329,700.000	744,699.000
EOG Resources Inc.	COM	26875p101	943	13,600 SH	Sole		13,600.000
Electronic Arts	COM	285512109	12,349	286,930 SH	Sole	116,125.000	173,205.000
Endurance Specialty Holdings L	COM	g30397106	1,079	33,710 SH	Sole	33,710.000	
Express Scripts Inc. CI-A	COM	302182100	12,731	177,465 SH	Sole	85,500.000	93,065.000
Exxon Mobil Corp	COM	30231g102	431	7,023 SH	Sole	333.000	6,690.000
FEI Company	COM	30241l109	42,487	1,873,325 SH	Sole	1,507,325.000	366,000.000
FactSet Research Systems Inc.	COM	303075105	3,959	83,700 SH	Sole	63,300.000	20,400.000
Fair Isaac Corp.	COM	303250104	31,787	875,424 SH	Sole	639,787.000	235,637.000
Fair Isaac Corp.	COM	303250104	2,304	63,450 SH	Sole	42,550.000	20,900.000
Fastenal Co.	COM	311900104	18,745	465,253 SH	Sole	208,481.000	259,860.000
Flir Systems Inc.	COM	302445101	32,605	1,478,010 SH	Sole	1,122,680.000	355,330.000
Fluor Corporation	COM	343412102	16,690	179,595 SH	Sole	92,865.000	87,130.000
Fortune Brands, Inc.	COM	349631101	15,799	222,494 SH	Sole	127,080.000	96,814.000
Gene Logic Inc.	COM	368689105	734	543,350 SH	Sole	504,750.000	38,600.000
General Electric	COM	369604103	208	6,305 SH	Sole		6,305.000
General Growth Properties Inc.	COM	370021107	820	18,200 SH	Sole		18,200.000
Genzyme Corp.	COM	372917104	13,882	227,390 SH	Sole	68,500.000	160,790.000
Gilead Sciences Inc.	COM	375558103	9,708	164,090 SH	Sole	53,340.000	111,550.000
Goldman Sachs Group	COM	38141g104	8,541	56,780 SH	Sole	17,420.000	39,860.000
Google Inc.	COM	38259p508	16,291	38,850 SH	Sole	10,715.000	28,335.000
Green Mountain Coffee Roasters	COM	393122106	28,192	701,809 SH	Sole	598,456.000	103,353.000
Guitar Center Inc.	COM	402040109	4,660	104,800 SH	Sole	78,600.000	26,200.000
Human Genome Sciences, Inc.	COM	444903108	19,733	1,844,175 SH	Sole	1,518,925.000	325,250.000
Illinois Tool Works	COM	452308109	270	5,690 SH	Sole	3,250.000	2,440.000
Incyte Corp.	COM	45337C102	13,530	2,941,240 SH	Sole	2,421,440.000	519,800.000
International Business Machine	COM	459200101	755	9,828 SH	Sole	205.000	9,623.000
Investors Financial Services C	COM	461915100	19,012	423,425 SH	Sole	202,415.000	223,810.000

Iron Mountain Inc.	COM	462846106	4,717	126,200 SH	Sole	95,200.000	31,000.000
J.B. Hunt Transport Services,	COM	445658107	5,814	233,410 SH	Sole	174,110.000	59,300.000
J.P. Morgan Chase & Co.	COM	46625h100	10,038	239,009 SH	Sole	99,555.000	144,154.000
Jabil Circuit Inc.	COM	466313103	11,211	437,945 SH	Sole	203,000.000	237,745.000
Joy Global Inc.	COM	481165108	21,965	421,670 SH	Sole	199,807.000	224,563.000
Juniper Networks Inc	COM	48203r104	17,165	1,073,475 SH	Sole	518,795.000	556,280.000
Kendle International Inc.	COM	48880l107	23,496	639,700 SH	Sole	485,500.000	154,200.000
Kensley Nash Corporation	COM	490057106	26,103	884,850 SH	Sole	692,650.000	192,200.000
Labor Ready Inc.	COM	505401208	5,300	234,000 SH	Sole	175,400.000	58,600.000
Lam Research Corp.	COM	512807108	6,091	130,660 SH	Sole	98,660.000	32,000.000
Laureate Education Inc.	COM	518613104	4,817	113,000 SH	Sole	85,200.000	27,800.000
Legg Mason Inc.	COM	524901105	250	2,512 SH	Sole		2,512.000
Lowe's Companies	COM	548661107	288	4,740 SH	Sole		4,740.000
MSC Industrial Direct Co - A	COM	553530106	4,774	100,350 SH	Sole	75,350.000	25,000.000
Macrovision Corp.	COM	555904101	49,007	2,277,258 SH	Sole	1,803,829.000	473,429.000
Manhattan Associates, Inc.	COM	562750109	29,027	1,430,585 SH	Sole	1,099,685.000	330,900.000
Marriott International, Inc.	COM	571903202	9,826	257,760 SH	Sole	132,710.000	127,850.000
Maxim Integrated Products	COM	57772k101	10,115	315,010 SH	Sole	156,235.000	160,675.000
Medicis Pharmaceutical CI A	COM	584690309	19,498	812,430 SH	Sole	613,930.000	198,500.000
Medtronic	COM	585055106	12,043	256,665 SH	Sole	75,330.000	183,035.000
Microsoft Corporation	COM	594918104	350	15,013 SH	Sole		15,013.000
Molecular Devices Corp.	COM	60851c107	29,457	963,920 SH	Sole	742,720.000	221,200.000
Nam Tai Electronics Inc.	COM	629865205	1,469	65,655 SH	Sole	65,655.000	
Netscout Systems Inc.	COM	64115t104	28,134	3,154,062 SH	Sole	2,392,776.000	761,286.000
Network Appliance, Inc.	COM	64120l104	3,980	112,735 SH	Sole	84,365.000	28,370.000
Noble Corp.	COM	G65422100	9,332	125,390 SH	Sole	96,065.000	29,325.000
Nordstrom, Inc.	COM	655664100	18,048	494,465 SH	Sole	260,125.000	234,340.000
Norfolk Southern Corporation	COM	655844108	23,507	441,695 SH	Sole	208,200.000	236,295.000
Novellus Systems Inc.	COM	670008101	4,668	189,008 SH	Sole	142,108.000	46,900.000
Nuance Communications, Inc.	COM	67020y100	18,511	1,840,041 SH	Sole	1,325,618.000	514,423.000
O'Reilly Automotive Inc.	COM	686091109	5,584	179,025 SH	Sole	134,025.000	45,000.000
Oracle Systems	COM	68389X105	12,887	889,405 SH	Sole	285,730.000	603,675.000
PDI Inc.	COM	69329v100	6,764	470,075 SH	Sole	363,075.000	107,000.000
Panera Bread Co. CI A	COM	69840w108	31,832	473,415 SH	Sole	314,615.000	158,800.000
Panera Bread Co. CI A	COM	69840w108	4,720	70,202 SH	Sole	53,102.000	17,100.000
Pepsico	COM	713448108	22,684	377,815 SH	Sole	114,290.000	266,225.000
Pharmacoepia Drug Discovery	COM	7171ep101	3,738	934,488 SH	Sole	904,038.000	30,450.000

Procter & Gamble	COM	742718109	36,894	663,555 SH	Sole	208,975.000	461,180.000
Quality Systems Inc.	COM	747582104	17,118	464,900 SH	Sole	356,200.000	108,700.000
RSA Security Inc.	COM	749719100	5,448	200,350 SH	Sole	150,750.000	49,600.000
Radisys Corp.	COM	750459109	36,160	1,646,625 SH	Sole	1,220,500.000	426,125.000
Resmed Inc.	COM	761152107	21,188	451,280 SH	Sole	204,075.000	250,405.000
Royal Bank of Canada	COM	780087102	548	13,475 SH	Sole	13,475.000	
SPSS Inc.	COM	78462K102	36,546	1,137,075 SH	Sole	943,725.000	193,350.000
Sandisk Corp.	COM	80004c101	12,830	251,665 SH	Sole	129,100.000	122,565.000
Schlumberger, Ltd.	COM	806857108	8,890	136,535 SH	Sole	52,905.000	86,230.000
Serologicals Corporation	COM	817523103	56,694	1,803,250 SH	Sole	1,364,150.000	439,100.000
Smith Intl, Inc.	COM	832110100	6,032	135,650 SH	Sole	101,550.000	34,100.000
St. Jude Medical	COM	790849103	17,817	549,560 SH	Sole	268,540.000	283,620.000
Staples Inc.	COM	855030102	16,974	697,938 SH	Sole	327,609.000	376,029.000
Starbucks Corp.	COM	855244109	10,702	283,415 SH	Sole	94,515.000	191,700.000
Strayer Education, Inc.	COM	863236105	2,258	23,250 SH	Sole	17,650.000	5,600.000
Stryker Corp.	COM	863667101	8,481	201,395 SH	Sole	64,065.000	139,730.000
Symyx Technologies Inc.	COM	87155s108	41,976	1,738,155 SH	Sole	1,320,613.000	417,542.000
T. Rowe Price Group	COM	74144t108	302	8,000 SH	Sole		8,000.000
T. Rowe Price Group	COM	74144t108	22,607	597,920 SH	Sole	296,180.000	305,740.000
TALX Corporation	COM	874918105	27,619	1,262,875 SH	Sole	959,175.000	303,700.000
Target Corp.	COM	87612e106	8,288	169,600 SH	Sole	50,325.000	119,275.000
Techne Corp.	COM	878377100	39,151	768,875 SH	Sole	574,375.000	194,500.000
Texas Instruments	COM	882508104	13,784	455,080 SH	Sole	148,750.000	310,830.000
Tollgrade Communications, Inc.	COM	889542106	11,778	1,214,200 SH	Sole	990,800.000	223,400.000
Tractor Supply Company	COM	892356106	7,596	137,440 SH	Sole	103,140.000	34,300.000
Transaction Systems Archit-A	COM	893416107	49,232	1,180,900 SH	Sole	847,800.000	333,100.000
Transocean Inc.	COM	G90078109	12,850	159,983 SH	Sole	51,434.000	110,249.000
Tyler Technologies, Inc.	COM	902252105	12,081	1,078,700 SH	Sole	814,300.000	264,400.000
United Parcel Service, Inc. Cl	COM	911312106	270	3,285 SH	Sole		3,285.000
UnitedHealth Group Incorporate	COM	91324p102	11,637	259,880 SH	Sole	74,890.000	187,090.000
Ventana Medical Systems	COM	92276h106	9,243	195,900 SH	Sole	134,100.000	61,800.000
Walgreen Co.	COM	931422109	14,551	324,505 SH	Sole	99,555.000	227,550.000
Waters Corporation	COM	941848103	4,421	99,575 SH	Sole	74,675.000	24,900.000
Wellpoint Health Networks Inc	COM	94973v107	16,630	228,535 SH	Sole	70,245.000	160,490.000
Whole Foods Market Inc.	COM	966837106	6,348	98,210 SH	Sole	44,700.000	54,110.000
Willis Group Holdings Ltd.	COM	G96655108	6,986	217,620 SH	Sole	176,420.000	41,200.000
XTO Energy Inc.	COM	98385x106	9,830	222,043 SH	Sole	117,496.000	106,747.000

Yahoo! Inc.	COM	984332106	16,684	505,580 SH	Sole	151,055.000	358,125.000
eBay Inc.	COM	278642103	8,062	275,240 SH	Sole	82,745.000	194,895.000
AXA Rights expiring 06/30/06		b1747f5	32	53,060 SH	Sole	53,060.000	
BCM International Fund		66976m813	6,466	452,823 SH	Sole	269,970.541	182,852.497
BCM Small Company Fund		66976M409	2,920	87,385 SH	Sole	35,794.640	76,794.542
REPORT SUMMARY		217 DATA RECORDS	2,568,502				0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED

Do not save this screen as a text file. This report automatically creates the text file inftable.txt, which meets all SEC filing requirements. For details on the location of this text file, see your 705 Report documentation.