

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

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Voting Authority			
							Invstmt Discretn	Other Managers	Sole	Shared
Fomento Economico Mexicano, S.		2246039	499	5375	SH		Sole			5375
Satyam Computer Services Ltd.		2756743	1003	27880	SH		Sole			27880
Teva Pharmaceuticals Industrie		2883878	2456	60630	SH		Sole			60630
Westpac Banking Corporation	COM	6076146	2160	113414	SH		Sole			113414
Patheon Inc.	COM	2731579	696	104810	SH		Sole			104810
Royal Bank of Canada	COM	2754383	2049	48000	SH		Sole			48000
Kaba Holding AG	COM	7050417	1345	5540	SH		Sole			5540
Nobel Biocare Holding AG	COM	7385722	1836	7450	SH		Sole			7450
Synthes, Inc.	COM	B014635	1969	15900	SH		Sole			15900
Coloplast A/S	COM	b04tzx0	1012	12540	SH		Sole			12540
Danske Bank A/S	COM	4588825	2496	62840	SH		Sole			62840
ABN AMRO Holding NV	COM	5250769	1512	50683	SH		Sole			50683
Amplifon S.p.A	COM	7146297	3165	34465	SH		Sole			34465
Axa	COM	7088429	1933	52760	SH		Sole			52760
C&C Group plc	COM	b011y09	1346	173810	SH		Sole			173810
Dexia	COM	7147610	2054	77990	SH		Sole			77990
Hermes Intl.	COM	5253973	1514	5910	SH		Sole			5910
IAWS Group plc	COM	4511155	1332	73815	SH		Sole			73815
Koninklijke DSM NV	COM	b0hzi93	1978	43425	SH		Sole			43425
L'Oreal SA	COM	4057808	1709	18455	SH		Sole			18455
Paddy Power plc	COM	4828974	1195	67300	SH		Sole			67300
Philips Electronics NV	COM	5986622	1323	38391	SH		Sole			38391
RHJ International	COM	b06s4f0	761	30660	SH		Sole			30660
Rhoen-Klinikum AG	COM	4717629	2534	54375	SH		Sole			54375
Schering AG	COM	4845757	504	4700	SH		Sole			4700
Tod's S.p.A.	COM	4643735	993	12590	SH		Sole			12590

Unicredito Italiano S.p.A.	COM	4232445	2557	339985	SH	Sole	339985	
VNU N.V.	COM	4970950	1179	34405	SH	Sole	34405	
British Sky Broadcasting Group	COM	0141192	1563	163675	SH	Sole	163675	
Diageo plc	COM	0237400	2694	163795	SH	Sole	163795	
Man Group plc	COM	0294405	3237	70480	SH	Sole	70480	
Royal Bank of Scotland Group p	COM	0754783	1496	45948	SH	Sole	45948	
SABMiller plc	COM	0483548	2092	99490	SH	Sole	99490	
Shire plc	COM	b0kqx86	2476	159300	SH	Sole	159300	
United Business Media plc	COM	B0B2LQ7	1513	116345	SH	Sole	116345	
Esprit Holdings Limited Ltd.	COM	6321642	3316	415400	SH	Sole	415400	
Global Bio-Chem Technology Gro	COM	6336527	1642	3142700	SH	Sole	3142700	
Travelsky Technology Ltd.	COM	6321954	1699	1432000	SH	Sole	1432000	
Asatsu-DK Inc.	COM	6056052	1688	48200	SH	Sole	48200	
Daito Trust Construction Co. L	COM	6250508	2665	51400	SH	Sole	51400	
Hakuhodo DY Holdings Inc.	COM	b05lz02	1419	15050	SH	Sole	15050	
Japan Tobacco Inc.	COM	6474535	3208	800	SH	Sole	800	
Nissin Food Products Co., Ltd.	COM	6641760	1014	31900	SH	Sole	31900	
Sky Perfect Communications Inc	COM	6290571	649	838	SH	Sole	838	
Uni-Charm Corporation	COM	6911485	1835	32100	SH	Sole	32100	
Fomento Economico Mexicano, S.	COM	2242059	1771	191500	SH	Sole	191500	
Walmart De Mexico SA de CV	COM	2135212	2114	742750	SH	Sole	742750	
Tandberg ASA	COM	7283440	1212	119355	SH	Sole	119355	
Clas Ohlson AB	COM	b033yf8	1536	76130	SH	Sole	76130	
Nordea Bank AB	COM	5380031	2108	164285	SH	Sole	164285	
Swedish Match AB	COM	5048566	2035	136010	SH	Sole	136010	
AFLAC, Inc.	COM	001055102	817	17184	SH	Sole	125	17059
ANSYS Inc.	COM	03662q105	52357	927500	SH	Sole	720900	206600
Accelrys Inc.	COM	00430u103	15069	2140493	SH	Sole	1705980	434513
Accenture Ltd.	COM	g1150g111	12530	431035	SH	Sole	138385	296650
Acxiom Corporation	COM	005125109	28727	1108300	SH	Sole	830000	278300
Adobe Systems Inc.	COM	00724f101	21332	544180	SH	Sole	327700	216480
Advance Auto Parts	COM	00751y106	11690	290642	SH	Sole	150847	141794
Affymetrix Inc.	COM	00826t108	29462	1028350	SH	Sole	761600	266750
Affymetrix Inc.	COM	00826t108	2880	100510	SH	Sole	100370	140
Airgas Inc.	COM	009363102	229	5655	SH	Sole		5655
Albany Molecular Research	COM	012423109	15324	1532388	SH	Sole	1095754	436634

Allscripts Healthcare Solution	COM	01988p108	7058	414425	SH	Sole	414425	
Altera Corporation	COM	021441100	4756	217755	SH	Sole	217755	
American Express	COM	025816109	18167	337620	SH	Sole	108270	232750
American Int'l. Group	COM	026874107	20517	314435	SH	Sole	110870	207465
American Software A	COM	029683109	9493	1291500	SH	Sole	865400	426100
Ameriprise Financial Inc.	COM	03076c106	16299	332361	SH	Sole	192594	141747
Amgen, Inc.	COM	031162100	22398	330845	SH	Sole	105365	228380
Apollo Group INC-CL A	COM	037604105	6157	112675	SH	Sole	34875	77800
Apple Computer	COM	037833100	20558	292060	SH	Sole	90340	202820
Applied Materials Inc.	COM	038222105	9979	555950	SH	Sole	178995	382955
Arch Coal, Inc	COM	039380100	14838	156210	SH	Sole	87605	69605
Avid Technology, Inc.	COM	05367p100	4314	111900	SH	Sole	111900	
Axis Capital Holdings Ltd.	COM	2677606	875	29335	SH	Sole	29335	
BJ Services Co.	COM	055482103	5239	137700	SH	Sole	137700	
BP PLC Sponsored	COM	055622104	548	7429	SH	Sole		7429
Baker Hughes, Inc.	COM	057224107	503	6220	SH	Sole		6220
Bank of America Corp.	COM	060505104	16075	322012	SH	Sole	116768	209844.01
Best Buy Co.Inc.	COM	086516101	20947	369701	SH	Sole	139895	232956
Biomet	COM	090613100	4724	127060	SH	Sole	125795	1265
Blackbaud, Inc.	COM	09227q100	31222	1486050	SH	Sole	1141361	344689
Broadcom Corporation	COM	111320107	13227	321751	SH	Sole	190056	131695
Bruker Biosciences Inc.	COM	116794108	10005	1710248	SH	Sole	1378378	331870
CA Inc.	COM	12673p105	7345	289625	SH	Sole	95485	197040
Caremark RX Inc.	COM	141705103	9735	213725	SH	Sole	68145	147480
Carnival Corp.	COM	143658300	373	7975	SH	Sole	2800	5175
Catalina Marketing	COM	148867104	10640	449325	SH	Sole	320025	129300
Celgene Corporation	COM	151020104	19466	461725	SH	Sole	269790	191935
Cerner Corporation	COM	156782104	23346	588806	SH	Sole	384906	203900
Check Point Software Technolog	COM	m22465104	478	24700	SH	Sole	24700	
Checkfree Corp.	COM	162813109	11927	221400	SH	Sole	115800	105600
Cheesecake Factory (The)	COM	163072101	24593	779244	SH	Sole	488774	290470
Cheesecake Factory (The)	COM	163072101	4066	128822	SH	Sole	113108	15714
Chico's Fas Inc.	COM	168615102	3695	99700	SH	Sole	99700	
Cisco Systems	COM	17275r102	19495	930571	SH	Sole	286735	651436
Coach Inc.	COM	189754104	21977	665555	SH	Sole	365910	303245
Cognex Corp.	COM	192422103	38259	1435602	SH	Sole	1103402	332200

Concur Technologies Inc.	COM	206708109	50112	3214381	SH	Sole	2437036	777345
Copart Inc.	COM	217204106	5535	206155	SH	Sole	206155	
Covance Inc.	COM	222816100	14248	244190	SH	Sole	190470	54420
DR Horton Inc.	COM	23331a109	11940	397750	SH	Sole	218270	180780
DTS Inc	COM	23335C101	39119	2085245	SH	Sole	1680965	404280
Danaher Corp.	COM	235851102	33571	523640	SH	Sole	271360	256180
Dendrite Intl Inc.	COM	248239105	25095	2018875	SH	Sole	1601025	417850
Diagnostic Products	COM	252450101	40771	702951	SH	Sole	524751	178200
Diamond Offshore Drilling, Inc	COM	25271c102	25337	279130	SH	Sole	192290	89140
Dick's Sporting Goods Inc.	COM	253393102	21799	517170	SH	Sole	311520	208450
Dionex Corp.	COM	254546104	35824	595880	SH	Sole	457850	138030
Dolby Laboratories Inc.-CI A	COM	25659t107	46799	1988050	SH	Sole	1550850	437200
EMC Corporation	COM	268648102	14621	1082199	SH	Sole	343800	744699
EOG Resources Inc.	COM	26875p101	955	13600	SH	Sole	13600	
Electronic Arts	COM	285512109	16215	285470	SH	Sole	129325	158545
Eli Lilly & Co.	COM	532457108	12913	244015	SH	Sole	70575	175540
Endurance Specialty Holdings L	COM	g30397106	675	21810	SH	Sole	21810	
Express Scripts Inc. CI-A	COM	302182100	12027	153915	SH	Sole	79950	75065
Exxon Mobil Corp	COM	30231g102	445	7053	SH	Sole	333	6720
FEI Company	COM	30241l109	40726	1873325	SH	Sole	1507325	366000
Fair Isaac Corp.	COM	303250104	32487	875424	SH	Sole	639787	235637
Fair Isaac Corp.	COM	303250104	2241	60400	SH	Sole	60400	
Fastenal Co.	COM	311900104	21519	459703	SH	Sole	237107	225684
Flir Systems Inc.	COM	302445101	35807	1464510	SH	Sole	1120280	344230
Fluor Corporation	COM	343412102	8190	88150	SH	Sole	55550	33000
Fortune Brands, Inc.	COM	349631101	17384	216494	SH	Sole	121030	96864
Gene Logic Inc.	COM	368689105	1570	543350	SH	Sole	504750	38600
Genentech, Inc.	COM	368710406	3932	49335	SH	Sole	15345	34390
General Electric	COM	369604103	269	7770	SH	Sole		7770
General Growth Properties Inc.	COM	370021107	932	19860	SH	Sole		19860
Genzyme Corp.	COM	372917104	14060	229890	SH	Sole	71000	160790
Gilead Sciences Inc.	COM	375558103	9544	165990	SH	Sole	55240	111550
Goldman Sachs Group	COM	38141g104	563	3510	SH	Sole	25	3485
Google Inc.	COM	38259p508	16383	39200	SH	Sole	11065	28335
Green Mountain Coffee Roasters	COM	393122106	27932	701809	SH	Sole	598456	103353
Guitar Center Inc.	COM	402040109	5333	99200	SH	Sole	99200	

Hugoton Royalty Trust	COM	444717102	361	13054.96	SH	Sole	8135.16	5050.92
Human Genome Sciences, Inc.	COM	444903108	20856	1827875	SH	Sole	1518925	308950
Illinois Tool Works	COM	452308109	292	2845	SH	Sole	1625	1220
Incyte Corp.	COM	45337C102	12265	2941240	SH	Sole	2421440	519800
InfoUSA Inc.	COM	456818301	2732	244600	SH	Sole	160300	84300
International Business Machine	COM	459200101	809	9828	SH	Sole	205	9623
Investors Financial Services C	COM	461915100	20023	418375	SH	Sole	234865	186310
J.B. Hunt Transport Services,	COM	445658107	5264	220910	SH	Sole	220910	
Jabil Circuit Inc.	COM	466313103	17789	456250	SH	Sole	250750	209700
Joy Global Inc.	COM	481165108	30529	464740	SH	Sole	281027	186413
Juniper Networks Inc	COM	48203r104	19449	1052425	SH	Sole	612445	441580
Kendle International Inc.	COM	48880l107	24021	639700	SH	Sole	485500	154200
Kensey Nash Corporation	COM	490057106	26696	884850	SH	Sole	692650	192200
Labor Ready Inc.	COM	505401208	4015	151900	SH	Sole	151900	
Lam Research Corp.	COM	512807108	8352	170860	SH	Sole	170860	
Laureate Education Inc.	COM	518613104	5262	105050	SH	Sole	105050	
Legg Mason Inc.	COM	524901105	17537	148018	SH	Sole	90112	58756
Linear Technology Corp	COM	535678106	3241	91300	SH	Sole	91300	
Lowe's Companies	COM	548661107	299	4740	SH	Sole		4740
MSC Industrial Direct Co - A	COM	553530106	4820	92950	SH	Sole	92950	
Macrovision Corp.	COM	555904101	52184	2278758	SH	Sole	1805329	473429
Manhattan Associates, Inc.	COM	562750109	31067	1430985	SH	Sole	1110085	320900
Marriott International, Inc.	COM	571903202	9224	126230	SH	Sole	77405	50225
Maxim Integrated Products	COM	57772k101	10866	308160	SH	Sole	181085	128975
Medicis Pharmaceutical Cl A	COM	584690309	26713	812430	SH	Sole	613930	198500
Medtronic	COM	585055106	12979	258965	SH	Sole	77630	183035
Microsoft Corporation	COM	594918104	30318	1255403	SH	Sole	373235	887768
Molecular Devices Corp.	COM	60851c107	31268	977120	SH	Sole	755920	221200
Nam Tai Electronics Inc.	COM	629865205	1473	65255	SH	Sole	65255	
Netscout Systems Inc.	COM	64115t104	30279	3154062	SH	Sole	2392776	761286
Network Appliance, Inc.	COM	64120l104	11999	323695	SH	Sole	232635	92460
Noble Corp.	COM	G65422100	9334	118240	SH	Sole	116515	1725
Nordstrom, Inc.	COM	655664100	18537	483615	SH	Sole	307275	176340
Norfolk Southern Corporation	COM	655844108	24110	446485	SH	Sole	254550	194735
Novellus Systems Inc.	COM	670008101	4417	178808	SH	Sole	178808	
Nuance Communications, Inc.	COM	67020y100	23608	1840041	SH	Sole	1325618	514423

O'Reilly Automotive Inc.	COM	686091109	5735	169275	SH	Sole	169275	
Oracle Systems	COM	68389X105	13089	897105	SH	Sole	293430	603675
PDI Inc.	COM	69329v100	5758	470075	SH	Sole	363075	107000
Panera Bread Co. CI A	COM	69840w108	35118	473415	SH	Sole	314615	158800
Panera Bread Co. CI A	COM	69840w108	4822	65002	SH	Sole	65002	
Pepsico	COM	713448108	21717	372880	SH	Sole	110725	264355
Pharmacoopia Drug Discovery	COM	7171ep101	5766	934488	SH	Sole	904038	30450
Procter & Gamble	COM	742718109	38955	669220	SH	Sole	214675	461145
RSA Security Inc.	COM	749719100	5505	262900	SH	Sole	262900	
Radisys Corp.	COM	750459109	34948	1651625	SH	Sole	1225500	426125
Resmed Inc.	COM	761152107	19276	446730	SH	Sole	233925	216005
Respironics Inc.	COM	761230101	16836	459745	SH	Sole	241780	221165
Royal Bank of Canada	COM	780087102	561	13075	SH	Sole	13075	
SPSS Inc.	COM	78462K102	40552	1163275	SH	Sole	969425	193850
Sandisk Corp.	COM	80004c101	11050	173120	SH	Sole	113235	59885
Schlumberger, Ltd.	COM	806857108	9797	141700	SH	Sole	58070	86230
Serologicals Corporation	COM	817523103	63900	2053350	SH	Sole	1614250	439100
Smith Intl, Inc.	COM	832110100	5422	128400	SH	Sole	128400	
St. Jude Medical	COM	790849103	21333	540360	SH	Sole	313640	229320
Staples Inc.	COM	855030102	18752	710028	SH	Sole	399259	316469
Starbucks Corp.	COM	855244109	10600	284410	SH	Sole	96915	190295
Strayer Education, Inc.	COM	863236105	2199	21150	SH	Sole	21150	
Stryker Corp.	COM	863667101	8896	203345	SH	Sole	65865	139880
SunOpta Inc.	COM	8676ep108	1491	146330	SH	Sole	146330	
Symyx Technologies Inc.	COM	87155s108	50667	1738155	SH	Sole	1320613	417542
T. Rowe Price Group	COM	74144t108	337	4000	SH	Sole		4000
T. Rowe Price Group	COM	74144t108	24685	293210	SH	Sole	170640	124570
TALX Corporation	COM	874918105	29018	1115650	SH	Sole	848150	267500
Target Corp.	COM	87612e106	8987	169250	SH	Sole	49975	119275
Techne Corp.	COM	878377100	43564	768875	SH	Sole	574375	194500
Texas Instruments	COM	882508104	15955	459680	SH	Sole	153050	311130
Tollgrade Communications, Inc.	COM	889542106	13927	1214200	SH	Sole	990800	223400
Tractor Supply Company	COM	892356106	8373	129240	SH	Sole	129240	
Transaction Systems Archit-A	COM	893416107	48120	1204800	SH	Sole	871700	333100
Transocean Inc.	COM	G90078109	9345	115273	SH	Sole	39934	76139
Tripos Inc.	COM	896928108	2505	835150	SH	Sole	539350	295800

Tyler Technologies, Inc.	COM	902252105	11740	1064400	SH	Sole	810700	253700
United Parcel Service, Inc. Cl	COM	911312106	266	3285	SH	Sole		3285
UnitedHealth Group Incorporate	COM	91324p102	13023	261830	SH	Sole	76690	187240
Ventana Medical Systems	COM	92276h106	9540	195900	SH	Sole	134100	61800
Walgreen Co.	COM	931422109	13691	326515	SH	Sole	102255	226860
Waters Corporation	COM	941848103	4273	94275	SH	Sole	94275	
Wellpoint Health Networks Inc	COM	94973v107	12740	179435	SH	Sole	62745	118890
Whole Foods Market Inc.	COM	966837106	5844	95205	SH	Sole	49295	46510
Willis Group Holdings Ltd.	COM	G96655108	7329	208520	SH	Sole	208520	
XTO Energy Inc.	COM	98385x106	9276	219043	SH	Sole	136496	84747
Yahoo! Inc.	COM	984332106	9446	288155	SH	Sole	88800	201355
York Water Co.	COM	987184108	201	7500	SH	Sole		7500
Zebra Tech CLA	COM	989207105	13535	341010	SH	Sole	184910	158500
eBay Inc.	COM	278642103	9557	277740	SH	Sole	85145	194995
BCM International Fund		66976m813	6793	457121	SH	Sole	269837.8	187283.129
BCM Small Company Fund		66976M409	2914	83048.32	SH	Sole	31458.13	76794.542
REPORT SUMMARY		222 DATA RECO	2721401		0	OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED		

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