

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2001-08-03** | Period of Report: **2001-06-30**
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FILER

BOTTI BROWN ASSET MANAGEMENT LLC

CIK: **1127069** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-05327** | Film No.: **01696563**

Mailing Address
*1 MONTGOMERY STREET
SUITE 3300
SAN FRANCISCO CA 94104*

Business Address
*1 MONTGOMERY STREET
SAN FRANCISCO CA 94104*

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2001

Check here if Amendment: ; Amendment Number: ___
This Amendment (Check only one.) is a restatement.
___ adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Botti Brown Asset Management, LLC
Address: One Montgomery Street, Suite 3300
San Francisco, CA 94104

Form 13F File Number: 28-05327

The institutional investment manager filing this report and the person by whom it is signed hereby represent that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists and tables, are considered integral parts of this Form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Donald S. Brown
Title: Manager
Phone: 415-263-1890

Signature, Place and Date of Signing:

/s/ Donald S. Brown San Francisco, CA August 2, 2001

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 93
Form 13F Information Table Value Total: 298,410

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

None

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<Table>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE X1000	SHARES	SH/	PUT/ PRN	INV. CALL	OTHER DISC	MGR	VOTING AUTH SOLE	SHR NONE
<C>	<C>										
ACTRADE INTERNATIONAL LTD	COMM	00507P102	3598	152,217	SH	SOLE	152,217				
FEDERAL AGRICULTURAL MORTGAGE	COMM	313148306	12741	398,400	SH	SOLE	398,400				
GALLAGHER ARTHUR J & CO	COMM	363576109	2600	100,000	SH	SOLE	100,000				
AMGEN INC	COMM	31162100	1553	25,600	SH	SOLE	25,600				
ANAREN MICROWAVE INC	COMM	32744104	800	40,000	SH	SOLE	40,000				
ASTROPOWER INC	COMM	04644A101	3102	59,500	SH	SOLE	59,500				
***A.C.L.N. LIMITED	COMM	M01764105	3115	100,000	SH	SOLE	100,000				
AVIGEN INC	COMM	53690103	3111	144,710	SH	SOLE	144,710				
AZTAR CORP	COMM	54802103	11617	960,100	SH	SOLE	960,100				
BARRA INC	COMM	68313105	913	22,500	SH	SOLE	22,500				
W R BERKELEY CORP	COMM	84423102	4142	100,000	SH	SOLE	100,000				
BELL INDS INC	COMM	78107109	513	205,100	SH	SOLE	205,100				
BOWNE & CO INC	COMM	103043105	2990	260,000	SH	SOLE	260,000				
BOYD GAMING CORP	COMM	103304101	1537	267,300	SH	SOLE	267,300				
CALIFORNIA AMPLIFIER INC	COMM	129900106	531	131,200	SH	SOLE	131,200				
CLEAR CHANNEL COMMUN INC	COMM	184502102	442	7,050	SH	SOLE	7,050				
CENDANT CORP	COMM	151313103	6281	322,100	SH	SOLE	322,100				
CDI CORP	COMM	125071100	6650	391,400	SH	SOLE	391,400				
COMDISCO INC	COMM	200336105	333	250,000	SH	SOLE	250,000				
CRESCENT REAL ESTATE	COMM	225756105	2020	82,200	SH	SOLE	82,200				
COMFORCE CORP	COMM	20038K109	43	31,400	SH	SOLE	31,400				
CONSOLIDATED GRAPHICS INC	COMM	209341106	3579	210,500	SH	SOLE	210,500				
CRAIG CORP-CL A PREF	PREF	224174201	74	45,250	SH	SOLE	45,250				
CISCO SYSTEMS INC.	COMM	17275R102	670	36,800	SH	SOLE	36,800				
CITRIX SYS INC	COMM	177376100	314	9,000	SH	SOLE	9,000				
DRESS BARN INC	COMM	261570105	9532	419,000	SH	SOLE	419,000				
DEB SHOPS INC	COMM	242728103	6817	363,200	SH	SOLE	363,200				
DOLLAR GENERAL CORP	COMM	256669102	423	21,668	SH	SOLE	21,668				
DIMON INC	COMM	254394109	2547	254,700	SH	SOLE	254,700				
DONNELLY R R & SONS CO	COMM	257867101	4164	140,200	SH	SOLE	140,200				
DYNACQ INTL INC	COMM	267919306	317	16,500	SH	SOLE	16,500				

EGL INC	COMM	268484102	9320	533,800	SH	SOLE	533,800
ENRON CORP	COMM	293561106	2087	42,500	SH	SOLE	42,500
***L M ERICSSON TELEPHONE CO	PREF	294821400	54	10,000	SH	SOLE	10,000
FUELCCELL ENERGY INC	COMM	35952H106	924	40,000	SH	SOLE	40,000
***FAIRFAX FINANACIL HOLDINGS	COMM	303901102	3762	25,000	SH	SOLE	25,000
FINISH LINE INC-CL A	COMM	317923100	16347	1,308,800	SH	SOLE	1,308,800
GBC BANCORP-CALIF	COMM	361475106	2193	76,800	SH	SOLE	76,800
HOOPER HOLMES INC	COMM	439104100	11016	1,080,000	SH	SOLE	1,080,000
HORACE MANN EDUCATORS CORP NEW	COMM	440327104	3146	146,000	SH	SOLE	146,000
HOT TOPIC INC	COMM	441339108	498	16,000	SH	SOLE	16,000
HILB ROGAL & HAMILTON CO	COMM	431294107	2367	54,100	SH	SOLE	54,100
HERLEY INDUSTRIES INC	COMM	427398102	3728	210,600	SH	SOLE	210,600
HUB GROUP INC	COMM	443320106	1318	101,400	SH	SOLE	101,400
INSIGNIA FINANCIAL GROUP INC NEW	COMM	45767A105	970	78,900	SH	SOLE	78,900
IKOS SYSTEMS INC NEW	COMM	451716203	1696	230,500	SH	SOLE	230,500
INAMED CORP	COMM	453235103	1449	51,200	SH	SOLE	51,200
INTEL CORP	COMM	458140100	1112	38,000	SH	SOLE	38,000
JDS UNIPHASE CORP	COMM	46612J101	428	34,200	SH	SOLE	34,200
KRISPY KREME DOUGHNUTS INC	COMM	501014104	3000	75,000	SH	SOLE	75,000
KAISER VENTURES INC	COMM	483100103	3197	248,800	SH	SOLE	248,800
LANDAUER INC	COMM	51476K103	4332	144,400	SH	SOLE	144,400
LINDSAY MANUFACTURING CO	COMM	535555106	7072	372,200	SH	SOLE	372,200
MEDICAL ASSET MANAGEMENT INC	COMM	58449R107	1	50,000	SH	SOLE	50,000
MERCURY GENL CORP NEW	COMM	589400100	7634	218,300	SH	SOLE	218,300
M & F WORLDWIDE CORP	COMM	552541104	1923	499,500	SH	SOLE	499,500
MICRO LINEAR CORP	COMM	594850109	328	134,000	SH	SOLE	134,000
MODIS PROFESSIONAL SVCS INC	COMM	607830106	3535	512,300	SH	SOLE	512,300
MICROSOFT CORP	COMM	594918104	2438	33,400	SH	SOLE	33,400
METASOLV SOFTWARE INC	COMM	59139P104	793	100,000	SH	SOLE	100,000
NATURES SUNSHINE PRODS INC	COMM	639027101	893	75,500	SH	SOLE	75,500
NAUTICA ENTERPRISES INC	COMM	639089101	756	37,000	SH	SOLE	37,000
NABORS INDUSTRIES INC	COMM	629568106	1860	50,000	SH	SOLE	50,000
NAVIGANT CONSULTING INC	COMM	63935N107	4213	513,800	SH	SOLE	513,800
NCI BUILDING SYSTEMS INC	COMM	628852105	4380	240,000	SH	SOLE	240,000
NETWORKS ASSOCIATES INC	COMM	640938106	2712	217,800	SH	SOLE	217,800
NEXMED INC	COMM	652903105	1236	286,000	SH	SOLE	286,000
NYMAGIC INC	COMM	629484106	7298	368,600	SH	SOLE	368,600
ODYSSEY RE HOLDINGS CORP	COMM	67612W108	1446	80,000	SH	SOLE	80,000
PHARMCHEM LABORATORIES INC	COMM	717133102	1814	606,750	SH	SOLE	606,750
***PARTNERRE LTD	COMM	66852T105	7379	133,200	SH	SOLE	133,200
PHOENIX TECHNOLOGIES LTD	COMM	719153108	3990	273,300	SH	SOLE	273,300
PITTSTON BRINKS GROUP	COMM	725701106	16116	723,000	SH	SOLE	723,000
NASDAQ 100 SHARES	COMM	631100104	4570	100,000	SH	SOLE	100,000
RCN CORP	COMM	749361101	2745	500,000	SH	SOLE	500,000
RESEARCH FRONTIERS INC	COMM	760911107	675	25,000	SH	SOLE	25,000
RIGHT MANAGEMENT CONSULTANTS	COMM	766573109	9196	352,350	SH	SOLE	352,350
REPEATER TECHNOLOGIES INC	COMM	76027U102	91	181,818	SH	SOLE	181,818
INVIVO CORP	COMM	461858102	2957	308,650	SH	SOLE	308,650
SCHERING PLOUGH CORP	COMM	806605101	348	9,600	SH	SOLE	9,600
SPECTRUM CONTROL INC	COMM	847615101	1213	203,500	SH	SOLE	203,500
***SAPPI LTD	COMM	803069202	930	103,900	SH	SOLE	103,900
SIGNAL TECHNOLOGY CORP	COMM	826675100	3053	284,000	SH	SOLE	284,000
TELAXIS COMMUNICATIONS CORP	COMM	879202109	724	1,149,485	SH	SOLE	1,149,485
UMB FINL CORP	COMM	902788108	3268	76,000	SH	SOLE	76,000
VENTANA MEDICAL SYSTEMS INC	COMM	92276H106	2048	65,000	SH	SOLE	65,000
VERIZON COMMUNICATIONS	COMM	92343V104	347	6,477	SH	SOLE	6,477
WORLDCOM INC-GA NEW	COMM	98157D106	2160	152,100	SH	SOLE	152,100
WHITE MTNS INS GROUP INC	COMM	C9618E107	3951	10,500	SH	SOLE	10,500
WESTPOINT STEVENS INC	COMM	961238102	272	200,000	SH	SOLE	200,000
YORK INTERNATIONAL CORP NEW	COMM	986670107	11655	332,800	SH	SOLE	332,800
ZENGINE INC	COMM	98935C107	162	57,500	SH	SOLE	57,500
CALL SUN MICROSYSTEM INC JUL 20	COMM	8668101GD	218	1,000	SH	CALL	

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