

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **1999-07-27** | Period of Report: **1999-06-30**
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FILER

BROWN CAPITAL MANAGEMENT INC

CIK: **885062** | Fiscal Year End: **1231**

Type: **13F-HR** | Act: **34** | File No.: **028-03139** | Film No.: **99670773**

Mailing Address

*1201 N CALVERT STREET
BALTIMORE MD 21202*

Business Address

*1201 N CALVERT ST
BALTIMORE MD 21201
4108373234*

FORM 13F COVER PAGE

Report for the Quarter Ended: June 30, 1999

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.

Name: Brown Capital Management, Inc.
Address: 809 Cathedral Street
Baltimore, MD 21201

13F File Number:

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, 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: Eddie C. Brown
Title: President
Phone: 410-837-3234
Signature, Place, and Date of Signing:

Eddie C. Brown Baltimore, MD March 31, 1999

Report Type (Check only one):

- 13F HOLDINGS REPORT
 13F NOTICE
 13F COMBINATION REPORT

List of Other Managers Reporting for this Manager:

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: NA
Form 13F information Table Entry Total: 168
Form 13F Information Table Value Total: \$4,647,875

List of Other Included Managers: NA

No.	13F File Number	Name
NA	NA	NA

<TABLE>

				FORM 13F INFORMATION TABLE					
OTHER	VOTING AUTHORITY			VALUE	SHARES/	SH/	PUT/	INVSTMT	
PRN	NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN	AMT			
CALL	DSCRETN	MANAGERS	SOLE	SHARED	NONE				
<S>			<C>		<C>	<C>	<C>	<C>	<C>
<C>	<C>	<C>	<C>						
ADC Telecommunications			com		000886101	72865	1599225.00	SH	
SOLE		657000.00		942225.00					
AFLAC, Inc.			com		001055102	86570	1808243.00	SH	
SOLE		713523.00	94400.00	1000320.00					
Ace Limited			com		2008853	1328	47000.00	SH	SOLE
47000.00	47000.00								
Acxiom Corporation			com		005125109	17987	721300.00	SH	
SOLE		641800.00		79500.00					
Acxiom Corporation			com		005125109	76440	3065266.00	SH	
SOLE		1200586.00	155500.00	1709180.00					
Advent Software			com		007974108	28924	431700.00	SH	
SOLE		399200.00		32500.00					
Advent Software Inc.			com		007974108	5152	76900.00	SH	
SOLE				76900.00					
Affymetrix Inc.			com		00826T108	10537	213400.00	SH	
SOLE		189900.00		23500.00					
Altera Corporation			com		021441100	9336	253600.00	SH	
SOLE		58600.00		195000.00					
Alza			com		022615108	19938	391900.00	SH	SOLE
352100.00	39800.00								
Alza			com		022615108	88250	1734639.00	SH	SOLE
681884.00	1052755.00								
American Software A			com		029683109	10101	2276300.00	SH	
SOLE		2008000.00		268300.00					
American Tel & Tel			com		001957109	47443	850041.00	SH	
SOLE		364593.00	31300.00	454148.00					
Ameritech			com		030954101	948	12900.00	SH	SOLE
12900.00									
Applied Analytical Inds. Inc.			com		037939105	10140	901300.00	SH	
SOLE		845400.00		55900.00					
Applied Digital Access, Inc.			com		038181103	2156	479100.00	SH	
SOLE		459800.00		19300.00					
Autozone Inc.			com		053332102	25437	844370.00	SH	
SOLE		313790.00	53100.00	477480.00					
BMC Software			com		055921100	26637	493284.45	SH	
SOLE		465304.00		27980.45					
BMC Software			com		055921100	148527	2750504.00	SH	
SOLE		1059600.00	134200.00	1556704.00					
BP Amoco			com		055622104	1375	12669.00	SH	
SOLE				12669.00					
Ballard Medical Product			com		058566100	11372	487815.00	SH	
SOLE		454215.00		33600.00					
Bank of America Corp			com		060505104	71856	980132.00	SH	
SOLE		404950.00	54000.00	521182.00					
Best Software Inc.			com		086579109	16338	1013200.00	SH	
SOLE		936700.00		76500.00					
Biomet			com		090613100	4468	112400.00	SH	SOLE
107100.00	5300.00								
Biomet			com		090613100	4757	119663.00	SH	SOLE
48263.00	71400.00								
Bioreliance Corp.			com		090951104	4995	768500.00	SH	
SOLE		701100.00		67400.00					

Bisys		com	055472104	23357	399260.00SH	SOLE
364260.00	35000.00					
Boston Scientific Corp		com	101137107	16740	381000.00SH	
SOLE		144800.00236200.00				
CFI Proservices		com	12525N100	7579	673700.00SH	
SOLE	622900.00	50800.00				
Cardinal Health Inc.		com	14149Y108	138559	2160765.75SH	
SOLE	839345.75	96300.001225120.00				
Carnival Corp CL A		com	143658102	107560	2217725.00SH	
SOLE	955800.00	1261925.00				
Catalina Marketing		com	148867104	7259	78900.00 SH	
SOLE	76300.00	2600.00				
Catalina Marketing		com	148867104	12393	134710.00SH	
SOLE	44010.00	90700.00				
Cerner		com	156782104	11921	568505.00SH	SOLE
529905.00	38600.00					
Chase Manhattan Bank		com	16161A108	72657	839960.00SH	
SOLE	347004.00	46800.00446156.00				
Cheesecake Factory		com	163072101	21599	708149.00SH	
SOLE	626499.00	81650.00				
Cheesecake Factory		com	163072101	449	14730.00 SH	
SOLE		14730.00				
Chirex, Inc.		com	170038103	17694	550800.00SH	
SOLE	500500.00	50300.00				
Cintas Corp.		com	172908105	6450	96000.00 SH	SOLE
35000.00	61000.00					
Cisco Systems		com	17275R102	4632	71888.00 SH	
SOLE	4200.00	34800.00 32888.00				
Citigroup, Inc.		com	172967101	62103	1307433.00SH	
SOLE	579825.00	727608.00				
Coca-Cola		com	191216100	388	6255.00 SH	SOLE
6255.00						
Cognex Corp		com	192422103	20768	658004.00SH	
SOLE	611204.00	46800.00				
Compaq		com	204493100	18596	785075.00SH	
SOLE	300400.00115800.00368875.00					
Compuware Corp.		com	205638109	19412	610200.00SH	
SOLE	68000.00120400.00421800.00					
Concord Communications Inc.		com	206186108	10732	238500.00SH	
SOLE	224500.00	14000.00				
Covance Inc		com	222816100	8984	375300.00SH	
SOLE	99700.00	275600.00				
Danaher		com	235851102	30320	521630.00SH	
SOLE	221470.00	300160.00				
Datastream Systems, Inc		com	238124101	28000	1750000.00SH	
SOLE	1611200.00	138800.00				
Dendrite Intl Inc.		com	248239105	28813	797600.00SH	
SOLE	765300.00	32300.00				
Diagnostic Products		com	252450101	22887	828500.00SH	
SOLE	761600.00	66900.00				
Dial Corp.		com	25247d101	8073	217100.00SH	SOLE
217100.00						
Disney, Walt		com	254687106	347	11263.00 SH	SOLE
120.00	11143.00					
Dollar General Corp.		com	256669102	106244	3663576.28SH	
SOLE	1421440.16189362.002052774.12					
Dollar Tree Stores		com	256747106	6776	154000.00SH	
SOLE		154000.00				
EMC Corporation		com	268648102	77601	1410928.00SH	
SOLE	561068.00	74740.00775120.00				
Equifax Inc.		com	294429105	70969	1988631.00SH	
SOLE	816360.00	1172271.00				
Exxon		com	302290101	669	8680.00 SH	SOLE
56.00	8624.00					
Fair Issac & Co		com	303250104	22345	637300.00SH	
SOLE	590200.00	47100.00				
Fastenal		com	311900104	8332	158900.00SH	SOLE
142900.00	16000.00					
Fastenal		com	311900104	78954	1505675.00SH	
SOLE	609000.00	92000.00804675.00				

FiServ		com	337738108	41467	1324300.00SH	SOLE
490099.00	61200.00	773001.00				
Flow International Corp		com	343468104	14618	1352000.00SH	
SOLE	1244900.00		107100.00			
Franklin Resources Inc.		com	354613101	26161	643951.00SH	
SOLE	101800.00	105000.00	437151.00			
G & K Services CL A		com	361268105	9318	177900.00SH	
SOLE	56000.00		121900.00			
GTE Corp.		com	362320103	871	11539.00 SH	SOLE
11539.00						
General Electric		com	369604103	93502	827450.00SH	
SOLE	345700.00		481750.00			
General Growth Properties Inc.		com	370021107	794	22375.00 SH	
SOLE			22375.00			
Gillette Co		com	375766102	45093	1099825.00SH	
SOLE	461100.00	63100.00	575625.00			
Guidant Corp.		com	401698105	55427	1084150.00SH	
SOLE	463000.00	62500.00	558650.00			
HCR Manor Care Inc		com	404134108	60947	2519773.00SH	
SOLE	1016144.00		1503629.00			
Harbinger Corp.		com	41145c103	14825	1186000.00SH	
SOLE	1099000.00		87000.00			
Harley-Davidson		com	412822108	70910	1304090.00SH	
SOLE	495700.00	64700.00	743690.00			
Health Care Properties		com	421915109	341	11825.00 SH	
SOLE			11825.00			
Health Management Associates		com	421933102	62267		
5534861.00SH	SOLE		2033225.00	274025.00	3227611.00	
Healthworld Corp.		com	42222e103	4985	443100.00SH	
SOLE	420200.00		22900.00			
Home Depot, Inc.		com	437076102	58564	908844.00SH	
SOLE	351400.00	58900.00	498544.00			
Human Genome Sciences		com	444903108	2757	69800.00 SH	
SOLE	65100.00		4700.00			
Hyperion Solutions Corp.		com	44914m104	7333	411658.00SH	
SOLE	380823.00		30835.00			
Illinois Tool Works		com	452308109	68077	832750.00SH	
SOLE	312050.00	74300.00	446400.00			
Incyte Pharm Inc.		com	45337C102	5607	212100.00SH	
SOLE	195400.00		16700.00			
Infousa Inc. Cl A		com	456818202	6537	736600.00SH	
SOLE	676400.00		60200.00			
Infousa Inc. Cl B		com	456818103	6233	733300.00SH	
SOLE	671900.00		61400.00			
Intel Corp.		com	458140100	4135	69500.00 SH	SOLE
3300.00	49100.00	17100.00				
Interim Services Inc.		com	45868p100	6934	336200.00SH	
SOLE	26800.00		309400.00			
International Business Machine		com	459200101	149856		
1159424.00SH	SOLE		467250.00	65400.00	626774.00	
Johnson & Johnson		com	478160104	51603	526561.00SH	
SOLE	214300.00	29100.00	283161.00			
Juno Lighting		com	482047107	14029	572618.00SH	
SOLE	536218.00		36400.00			
Keane Inc.		com	486665102	9487	419300.00SH	
SOLE			419300.00			
Kendle International Inc.		com	488801107	11029	689300.00SH	
SOLE	642600.00		46700.00			
Kohl's Corp.		com	500255104	1783	23200.00 SH	SOLE
23200.00						
Legg Mason Inc.		com	524901105	11180	290400.00SH	
SOLE	43000.00		247400.00			
Lucent Technologies Inc		com	549463107	84972	1260008.00SH	
SOLE	525400.00	70400.00	664208.00			
MBNA Corp.		com	55262L100	1339	43731.00 SH	
SOLE			43731.00			
MCI Worldcom Inc		com	55268B106	78251	909235.00SH	
SOLE	382250.00	43900.00	483085.00			
Manugistics Group Inc.		com	565011103	9828	677800.00SH	
SOLE	616700.00		61100.00			

Mapics, Inc.		com	564910107	5071	480100.00SH	
SOLE	450800.00		29300.00			
Marcam Solutions		com	56614A107	2019	270350.00SH	
SOLE	255700.00		14650.00			
Medialink Worldwide Inc		com	58445p105	14107	881700.00SH	
SOLE	815079.00		66621.00			
Medtronic		com	585055106	14461	185700.00SH	
SOLE	5300.00	54000.00	126400.00			
Mellon Bank		com	585509102	83195	2287150.00SH	
SOLE	959000.00	136600.00	1191550.00			
Merck & Company		com	589331107	122604	1665243.00SH	
SOLE	689688.00	68700.00	906855.00			
Microsoft		com	594918104	116909	1296284.00SH	
SOLE	496500.00	87200.00	712584.00			
Network Associates Inc.		com	640938106	2941	200269.00SH	
SOLE	180208.00		20061.00			
Network Associates Inc.		com	640938106	53132	3617482.00SH	
SOLE	1424989.00		2192493.00			
Newell Rubbermaid Inc.		com	651229106	125137	2698367.00SH	
SOLE	1060222.00	134700.00	1503445.00			
Nortel Networks		com	656569100	5987	68965.00 SH	
SOLE	4120.00		64845.00			
Office Depot		com	676220106	4410	199900.00SH	
SOLE			199900.00			
Omnicare Inc.		com	681904108	4167	330077.00SH	
SOLE	55477.00		274600.00			
PE Corp Celera Genomics Grp		com	69332s201	3924	242426.00SH	
SOLE	93174.00		149252.00			
PE Corp-PE Biosystems Group		com	69332s102	57396		
500180.00SH	SOLE		201150.00	299030.00		
Pall Corp		com	696429307	233	10500.00 SH	SOLE
10500.00						
Panera Bread Company		com	69840w108	11116	1743750.00SH	
SOLE	1541750.00		202000.00			
Parametric Technology Corp		com	699173100	10133	730300.00SH	
SOLE	237700.00	492600.00				
Paychex, Inc		com	704326107	22147	694817.00SH	
SOLE	186192.00	185850.00	322775.00			
Paychex, Inc.		com	704326107	6818	213903.00SH	
SOLE	191695.00		22208.00			
Pharmacoopia Inc.		com	71713B104	10145	901800.00SH	
SOLE	834300.00		67500.00			
Philip Morris Companies Inc.		com	718154107	468	11648.00 SH	
SOLE	161.00		11487.00			
Post Properties Inc		com	737464107	301	7350.00 SH	
SOLE			7350.00			
Post Properties, Inc.		com	737464107	12027	293332.00SH	
SOLE	289532.00		3800.00			
Price, T. Rowe		com	741477103	10607	276400.00SH	
SOLE	266000.00		10400.00			
Price, T. Rowe		com	741477103	126092	3285778.00SH	
SOLE	1316628.00	163800.00	1805350.00			
QRS Corp.		com	74726x105	14563	186700.00SH	
SOLE	163400.00		23300.00			
Quintiles Transnational		com	748767100	8816	209900.00SH	
SOLE	196500.00		13400.00			
Quintiles Transnational CP		com	748767100	9213	219350.00SH	
SOLE	83350.00		136000.00			
Radisys Corp.		com	750459109	18839	484600.00SH	
SOLE	447300.00		37300.00			
Robert Half Intl Inc.		com	770323103	38358	1486020.00SH	
SOLE	532250.00	85600.00	868170.00			
Rouse Company		com	779273101	1320	52015.00 SH	
SOLE			52015.00			
Royal Dutch		com	780257705	301	5000.00 SH	SOLE
5000.00						
SBC Communications		com	78387G103	978	16864.00 SH	
SOLE			16864.00			
SLM Holdings		com	78442a109	123313	2691695.00SH	
SOLE	1039800.00	140400.00	1511495.00			

SPSS Inc.		com	78462K102	20203	786500.00SH	
SOLE	717500.00		69000.00			
Sanmina Corp		com	800907107	21427	282400.00SH	
SOLE	269000.00		13400.00			
Sanmina Corp		com	800907107	9229	121636.00SH	
SOLE	53336.00		68300.00			
Schlumberger, Ltd.		com	806857108	68636	1077700.00SH	
SOLE	480300.00		597400.00			
Smith International, Inc		com	832110100	2198	50600.00 SH	
SOLE	21100.00		29500.00			
Solelectron Corp. (Del)		com	834182107	47955	719107.00SH	
SOLE	299832.00	36100.00	383175.00			
St. Jude Medical		com	790849103	3406	95600.00 SH	
SOLE			95600.00			
Staples Inc.		com	855030102	51326	1659011.00SH	
SOLE	659275.00	91050.00	908686.00			
State Street Boston Corp		com	857473102	4713	55200.00 SH	
SOLE			55200.00			
Sterling Commerce		com	859205106	73005	1986519.01SH	
SOLE	809394.00	92700.00	1084425.01			
Sterling Software		com	859547101	83246	3148775.00SH	
SOLE	1197350.00	180400.00	1771025.00			
Structural Dynamics		com	863555108	14938	804731.00SH	
SOLE	732631.00		72100.00			
Sylvan Learning Center		com	871399101	55836	2053725.00SH	
SOLE	794950.00	107600.00	1151175.00			
Synbiotics Corp.		com	871566105	1308	332100.00SH	
SOLE	305200.00		26900.00			
Synthetech Inc.		com	87162E100	6479	1191500.00SH	
SOLE	1093200.00		98300.00			
Techne Corp		com	878377100	24644	971200.00SH	
SOLE	891800.00		79400.00			
Tellabs		com	879664100	101604	1503850.00SH	
SOLE	606600.00	82400.00	814850.00			
Time Warner		com	887315109	497	6840.00 SH	SOLE
6840.00						
Tripos Inc.		com	896928108	4422	536000.00SH	SOLE
471800.00	64200.00					
Warner Lambert Co.		com	934488107	1915	27700.00 SH	
SOLE	27700.00					
csusaan		com		1918	87700.00 SH	SOLE
87700.00	87700.00					
csuspap		com		653	67800.00 SH	SOLE
67800.00	67800.00					
ABB Participation AG - Bearer		com	5273001	1052	711.00 SH	
SOLE	711.00		700.00			
Allied Zurich		com	0287579	2450	195100.00SH	SOLE
195100.00	193500.00					
British Airways		com	0129057	1395	201800.00SH	SOLE
201800.00	200400.00					
AXA China Region		com	6626723	11	14000.00 SH	
SOLE	14000.00					
Esprit Holdings Limited		com	6321642	10	14000.00 SH	
SOLE	14000.00					
Banco Itau SA		com	2459581	411	800.00 SH	SOLE
800.00	800.00					
Cemex SA		com	2182939	1482	299800.00SH	
SOLE	299800.00		297000.00			
Goodman Fielder		com	6336549	14	16100.00 SH	
SOLE	16100.00					
Stock Performance Index Future		if	861991982	13727	81927.7890SH	
SOLE			81927.7890			
Nottingham Invest. Tr.-II BCM			66976M409	2835	120116.475SH	
SOLE	26532.071		93584.404			
Addidas-Salomon AG		com	4031976	1578	15900.00 SH	
SOLE	15900.00		15700.00			
Akzo Nobel NV		com	5458314	1957	46500.00 SH	
SOLE	46500.00		46000.00			
Alcatel		com	4216825	1746	12400.00 SH	SOLE
12400.00	12400.00					

Alstom		com	5474978	1673	53200.00	SH	SOLE
53200.00	53200.00						
BASF AG		com	5086577	1631	36900.00	SH	SOLE
36900.00	36900.00						

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