

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-NT

Initial quarterly Form 13F notice report filed by institutional managers

Filing Date: **2004-08-12** | Period of Report: **2004-06-30**
SEC Accession No. **0000704051-04-000208**

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FILER

BRANDYWINE ASSET MANAGEMENT LLC

CIK: **829108** | IRS No.: **510294965** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **13F-NT** | Act: **34** | File No.: **028-02204** | Film No.: **04969935**

Mailing Address

*THREE CHRISTINA CENTRE
SUITE 1200
201 NORTH WALNUT STREET
WILMINGTON DE 19801*

Business Address

*THREE CHRISTINA CENTRE
201 N WALNUT ST STE 1200
WILIMINGTON DE 19801
3026546162*

Form 13F

FORM 13F Cover Page

Report for the Calendar Year or Quarter Ended: June 30, 2004

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: Brandywine Asset Management, LLC
Address: Three Christina Centre, Suite 1200
201 North Walnut Street
Wilmington, DE 19801

13F File Number: 28-2204

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.

Name: William A. Hitschler
Title: President & Chief Executive
Phone: 302-654-6162

Signature	Place	Date of Signing
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/s/ William A. Hitschler	Wilmington, DE	August 12, 2004
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Report Type (check only one)

[] 13F HOLDINGS REPORT

[X] 13F NOTICE

[] 13F COMBINATION REPORT

List of other managers reporting for this manager:

28-1700 Legg Mason, Inc.

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

FORM 13F SUMMARY PAGE

Report Summary: N/A

Number of Other Included Managers: N/A

Form 13F Information Table Entry Total: N/A

Form 13F Information Table Value Total: N/A

List of Other Included Managers: N/A