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BROWN TOM INC /DE Form 15-12B May 24, 2004

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 001-31308

TOM BROWN, INC.

(Exact name of registrant as specified in its charter)

Common Stock, \$.10 par value per share

(Title of each class of securities covered by this Form)

None

(Title of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| Rule 12g-4(a)(1)(i) | [X] | Rule $12h-3(b)(1)(i)$ | [X] |
|----------------------|-----|------------------------|-----|
| Rule 12g-4(a)(1)(ii) | [] | Rule $12h-3(b)(1)(ii)$ | [] |
| Rule 12g-4(a)(2)(i) | [] | Rule $12h-3(b)(2)(i)$ | [] |
| Rule 12g-4(a)(2)(ii) | [] | Rule $12h-3(b)(2)(ii)$ | [] |
| | | Rule 15d-6 | [] |

Approximate number of holders of record as of the certification or notice date: one (1) holder of record.

Pursuant to the requirements of the Securities Exchange Act of 1934, Tom Brown, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: May 24, 2004 By: /s/ DANIEL G. BLANCHARD

Name: Daniel G. Blanchard

Title: Executive Vice President, Chief Financial Officer and Treasurer