

JEFFERIES GROUP INC /DE/

Form 4

October 20, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEUCADIA NATIONAL CORP

2. Issuer Name **and** Ticker or Trading  
Symbol  
JEFFERIES GROUP INC /DE/  
[JEF]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

315 PARK AVE SOUTH

(Street)

NEW YORK, NY 10010

(City)

(State)

(Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/18/2010

4. If Amendment, Date Original  
Filed(Month/Day/Year)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/18/2010		P		146,000	A	\$ 23.449 (1)	48,731,385	I	See Explanation (2)
Common Stock	10/19/2010		P		500,000	A	\$ 23.4472 (3)	49,231,385	I	See Explanation (2)
Common Stock	10/20/2010		P		45,000	A	\$ 23.4313 (4)	49,276,385	I	See Explanation (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEUCADIA NATIONAL CORP 315 PARK AVE SOUTH NEW YORK, NY 10010		X		
PHLCORP INC 529 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102		X		
Baldwin Enterprises, Inc. 529 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102		X		

## Signatures

/s/ Joseph A. Orlando, Vice President and Chief Financial  
Officer

10/20/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reflects weighted average per share purchase price of separately priced transactions at a range of \$23.09-\$23.55. Upon the request of the

(1) Commission or a security holder of the issuer, full information regarding the number of shares purchased at each separate price will be provided to the requesting party.

## Edgar Filing: JEFFERIES GROUP INC /DE/ - Form 4

- Reflects shares of Jefferies Group, Inc. common stock directly owned by BEI Jeffvest, LLC ("Jeffvest") and indirectly owned by Baldwin Enterprises, Inc. ("Baldwin"), Phlcorp, Inc. ("Phlcorp"), and Leucadia National Corporation ("Leucadia"). Jeffvest is a wholly-owned subsidiary of Baldwin, Baldwin is a wholly-owned subsidiary of Phlcorp, and Phlcorp is a wholly-owned subsidiary of Leucadia.
- (2)

- Reflects weighted average per share purchase price of separately priced transactions at a range of \$23.28-\$23.60. Upon the request of the Commission or a security holder of the issuer, full information regarding the number of shares purchased at each separate price will be provided to the requesting party.
- (3)

- Reflects weighted average per share purchase price of separately priced transactions at a range of \$23.37-\$23.60. Upon the request of the Commission or a security holder of the issuer, full information regarding the number of shares purchased at each separate price will be provided to the requesting party.
- (4)

### Remarks:

See Exhibit 99.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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