

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2011-11-07** | Period of Report: **2011-11-03**

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REPORTING OWNER

STEINBERG JOSEPH S

CIK: **924255** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **4/A** | Act: **34** | File No.: **001-14947** | Film No.: **111185377**

Mailing Address
*C/O LEUCADIA NATIONAL
CORP
315 PARK AVENUE SOUTH
NEW YORK NY 10010*

ISSUER

JEFFERIES GROUP INC /DE/

CIK: **1084580** | IRS No.: **954719745** | State of Incorporation: **DE** | Fiscal Year End: **1130**
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address
*520 MADISON AVENUE
12TH FLOOR
NEW YORK NY 10022*

Business Address
*520 MADISON AVENUE
12TH FLOOR
NEW YORK NY 10022
212-284-2550*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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

1. Name and Address of Reporting Person STEINBERG JOSEPH S			2. Issuer Name and Ticker or Trading Symbol JEFFERIES GROUP INC /DE/ [JEF]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/03/2011					
C/O LEUCADIA NATIONAL CORPORATION, 315 PARK AVENUE SOUTH			4. If Amendment, Date Original Filed(Month/Day/Year) 11/03/2011			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) NEW YORK, NY 10010								
(City)	(State)	(Zip)						

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	11/03/2011		P		1,000,000	A	\$11.8439 ⁽¹⁾	57,506,024	I	See Explanation (2)
Common Stock								18,729	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Reflects weighted average per share purchase price of separately priced transactions at a range of \$11.48 - \$12.06. 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.

2. Reflects shares of Issuer's common stock beneficially owned by Leucadia National Corporation ("Leucadia"). The Reporting Person is a significant shareholder, director and President of Leucadia. The Reporting Person disclaims beneficial ownership of the Issuer's common stock beneficially owned by Leucadia, except to the extent of his pecuniary interest, if any.

Remarks:

This amendment is being filed to include Footnote 1.

Signatures

/s/ Joseph A. Orlando, attorney in fact

** Signature of Reporting Person

11/07/2011

Date

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

* 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).

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

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 Number.