

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

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FILER

FIRST TRUST SPECIAL SITUATIONS TRUST SER 138

CIK: **1005419** | State of Incorporation: **IL**
Type: **24F-2NT** | Act: **33** | File No.: **333-00057** | Film No.: **99573815**

Mailing Address
1001 WARRENVILLE ROAD
LISLE IL 60532

Business Address
C/O NIKE SECURITIES L P
1001 WARRENVILLE ROAD
LISLE IL 60532
7082414141

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 24F-2
Annual Notice of Securities Sold
Pursuant to Rule 24f-2

1. Name and address of issuer:

Nike Securities L.P.
1001 Warrenville Road
Lisle, Illinois 60532

2. The name of each series or class of securities for which this Form is filed: The First Trust Special Situations Series 138

3. Investment Company Act File Number: 811-05903
Securities Act File Number: 333-00057

4. (a) Last day of fiscal year for which this Form is filed:
December 31, 1998

(b) : : Check box if this Form is being filed late(i.e., more than 90 calendar days after the end of the issuer's fiscal year.

(c) : : Check box if this is the last time the issuer will be filing this Form.

5. Calculation of registration fee:

(i) Aggregate sale price of securities sold during the fiscal year pursuant to section 24(f): \$ 81,311.34

(ii) Aggregate price of securities redeemed or repurchased during the fiscal year: \$ (21,628,464.72)

(iii) Aggregate price of securities redeemed or repurchased during any prior fiscal year ending no earlier than October 11, 1995 that were not previously used to reduce registration fees payable to the Commission: \$ -0-

(iv) Total available redemption credits (add items 5(ii) and 5(iii)): \$ (21,628,464.72)

- (v) Net sales - if Item 5(i) is greater than Item 5(iv) [subtract Item 5(iv) from Item 5(i)]: \$(21,547,153.38)
- (vi) Redemption credits available for use in future years --if Item 5(i) is less than Item 5(iv) [subtract item 5(iv) from Item 5(i)]: \$(21,547,153.38)
- (vii) Multiplier for determining registration fee: x .000278
- (viii) Registration fee due [multiply Item 5(v) by Item 5(vii)](enter "0" if no fee is due): =\$ -0-

6. Prepaid Shares

If the response to Item 5(i) was determined by deducting an amount of securities that were registered under the Securities Act of 1933 pursuant to rule 24e-2 as in effect before[effective date of rescission of rule 24e-2], then report the amount of securities (number of shares or other units) deducted here: _____.

If there is a number of shares or other units that were registered pursuant to rule 24e-2 remaining unsold at the end of the fiscal year for which this form is filed that are available for use by the issuer in future fiscal years, then state that number here: _____.

7. Interest due - if this Form is being filed more than 90 days after the end of the issuer's fiscal year: +\$-0-
8. Total of the amount of the registration fee due plus any interest due[line 5(viii) plus line 7]: =\$-0-
9. Date the registration fee and any interest payment was sent to the Commission's lockbox depository:

Method of Delivery:

- [] Wire Transfer
 [] Mail or other means

SIGNATURES

This report has been signed below by the following persons on behalf of the issuer and in the capacities and on the dates indicated.

By: Carlos E. Nardo
Senior Vice President

Date: March 26, 1999