

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

Filing Date: **1995-05-10**
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FILER

PAINE WEBBER GROUP INC

CIK: **75754** | IRS No.: **132760086** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **033-58124** | Film No.: **95536363**
SIC: **6211** Security brokers, dealers & flotation companies

Business Address
1285 AVE OF THE AMERICAS
NEW YORK NY 10019
2127132000

Filed pursuant to Rule 424(b)(3)
 This pricing supplement relates to
 Registration Statement Nos. 33-58124
 and 33-51149

Pricing Supplement No. 54 Dated May 2, 1995
 (To Prospectus Dated November 29, 1993 and
 Prospectus Supplement Dated November 30, 1993)

PAINE WEBBER GROUP INC.

Multiple Currency
 MEDIUM-TERM SENIOR NOTES, SERIES C
 Due from Nine Months to 30 Years from Date of Issue
 (FLOATING RATE NOTES)

Designation:	MEDIUM TERM SENIOR NOTES, SERIES C
Original Issue Date:	May 9, 1995
Principal Amount:	\$5,000,000
Interest Rate Basis:	<input type="checkbox"/> Commercial Paper Rate <input type="checkbox"/> Prime Rate <input type="checkbox"/> Federal Funds Rate <input checked="" type="checkbox"/> LIBOR <input checked="" type="checkbox"/> Telerate Screen Project 3750 <input type="checkbox"/> Reuters Screen LIBO Page <input type="checkbox"/> Treasury Rate 2 Year Treasury Constant Maturities (H.15) Telerate Screen Page 7055
Index Maturity:	Quarterly
Spread:	3 Month Libor + 85 Basis Points
Initial Interest Rate:	6.928%
Regular Record Dates:	15 calendar days prior to Interest Payment Dates

Interest Determination Dates:	Second London Business Day Preceding the Interest Reset Date
Interest Payment Dates:	Third Wednesday of September, December, March, and June
Interest Reset Dates:	Third Wednesday of September, December, March, and June
Specified Currency in which Denominated:	U.S. Dollars
Stated Maturity:	May 9, 2000
Issue Price (As a Percentage of Principal Amount):	100%
Redemption and Early Repayment Provision:	The Note cannot be redeemed prior to Stated Maturity
Note(s) Represented By:	<input checked="" type="checkbox"/> Global Note <input type="checkbox"/> Certificated Note(s)