

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

Filing Date: **1994-03-17** | Period of Report: **1994-01-31**
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FILER

DREYFUS CASH MANAGEMENT

CIK: **759667** | State of Incorporation: **NY** | Fiscal Year End: **0131**
Type: **24F-2NT** | Act: **33** | File No.: **002-94930** | Film No.: **94516593**

Mailing Address
*C/O DREYFUS CORP
200 PARK AVENUE, 8TH
FLOOR
NEW YORK NY 10166*

Business Address
*144 GLENN CURTISS BLVD
UNIONDALE NY 11556
2129226784*

DREYFUS CASH MANAGEMENT
 200 PARK AVENUE
 NEW YORK, NY 10166

Securities and Exchange Commission
 Judiciary Plaza
 450 Fifth Street, NW
 Washington, DC 20549

Rule 24f-2 Notice - DREYFUS CASH MANAGEMENT
 Registration Statement No. 2-94930 - CIK #0000759667

Gentlemen:

Originally, the Registration Statement of Dreyfus Cash Management was declared effective by the SEC on March 8, 1985. On September 30, 1993, Post-Effective Amendment No. 12 to the Fund's Registration Statement, offering Class A and Class B shares of the Fund, was declared effective by the SEC. This Amendment represented the Fund's election to register an indefinite number of shares of each Class and this Notice represents each Class's Rule 24f-2 filing for the fiscal year ended January 31, 1994.

The following information is furnished:

	CLASS A	CLASS B
(a) Shares registered under Securities Act of 1933 other than pursuant to Section 24(f), and the dollar amount thereof		
P-E Amendment No. 10 eff 5/10/93:	1,066,590,461 shs \$ 1,066,590,461	None
(b) Total number of shares sold during fiscal year ended 1/31/94 subject to registration under Rule 24f-2, and the dollar amount thereof:	44,940,158,583 shs \$44,940,158,583	95,036,033 shs \$95,036,033
(c) Less shares redeemed during fiscal year ended 1/31/94, and the dollar amount thereof:	47,542,533,683 shs \$47,542,533,683	42,843,195 shs \$42,843,195
Net sales (redemptions) during fiscal year, and the dollar amount thereof [(b) - (c)]:	----- (2,602,375,100) shs (\$ 2,602,375,100) =====	----- 52,192,838 shs \$52,192,838 =====
Less shares registered other than		

pursuant to Section 24(f), and the
dollar amount thereof [(a) above]: 1,066,590,461 shs N/A
\$ 1,066,590,461

Unsold balance of registered shares, (3,668,965,561) shs
and the dollar amount thereof: (\$ 3,668,965,561)
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CALCULATION OF FEE

CLASS OF SHARES FEE

Class A - Since the shares redeemed exceed the shares sold, no registration fee is required.

Class B - \$52,192,838 (net sales dollar amount) @ 1/29 of 1% = \$17,997.53.

Funds in the amount of \$17,997.53, representing the TOTAL registration fee for Class A and Class B shares sold, were wired to CIK #0000759667 on March 9, 1994. An opinion of counsel is enclosed.

MNJ/ems

Very truly yours,

cc: Mr. J. deMichaelis, SEC
Ms. R. McLaughlin, E&Y
Mr. S. Rosenberg, BONY

Mark N. Jacobs
Secretary