

SECURITIES AND EXCHANGE COMMISSION

FORM 424B2

Prospectus filed pursuant to Rule 424(b)(2)

Filing Date: **1996-01-11**
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FILER

LEHMAN BROTHERS HOLDINGS INC

CIK: **806085** | IRS No.: **133216325** | State of Incorporation: **DE** | Fiscal Year End: **1130**
Type: **424B2** | Act: **33** | File No.: **033-56615** | Film No.: **96502690**
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address	Business Address
<i>AMERICAN EXPRESS TOWER 15TH FL 2 WORLD TRADE CENTER NEW YORK NY 10048</i>	<i>AMERICAN EXPRESS TWR 3 WORLD FINANCIAL CNTR NEW YORK NY 10048 2125267000</i>

Rule 424(b)(2)
Registration No. 33-56615
NASD File No: 941128001

PRICING SUPPLEMENT NO. 146
Dated January 10, 1996 to Prospectus
Supplement dated January 26, 1995
and Prospectus dated January 26, 1995

LEHMAN BROTHERS HOLDINGS INC.
Medium-Term Notes, Series E
(Fixed Rate)

Due from Nine Months to 30 Years from Date of Issue

Pricing to Public: 100%

Agent's Commission: .50%

Original Issue Date: 2/1/96

Interest Rate Per Annum: 7.25%

Interest Payment Dates: February 1, August 1 and at Maturity

Maturity Date: 2/1/11 (1)

1) Call Feature: The Company has the right to call the Notes at par on or after 2/1/01 on interest payment dates. Call notice is ten calendar days.

These Notes, issued under Pricing Supplement No. 146, may be sold in minimum denominations of \$1,000, or any amount in excess thereof which is an integral multiple of \$1,000.

The aggregate principal amount of this offering is \$10,000,000 and relates only to Pricing Supplement No. 146. Medium-Term Notes, Series E may be issued by the Company in an aggregate principal amount of up to \$5,267,500,000 and, to date, including this offering, an aggregate of \$4,901,400,000 Medium-Term Notes, Series E has been issued and \$2,703,365,000 are outstanding.

The Agent has purchased the Notes as principal in this transaction and may resell any of such Notes to another broker/dealer (acting as principal for the purposes of resale) at a discount, which may vary from the discount received by the Agent in such transaction.