

SECURITIES AND EXCHANGE COMMISSION

FORM 424B2

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

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FILER

LEHMAN BROTHERS HOLDINGS INC

CIK: **806085** | IRS No.: **133216325** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B2** | Act: **33** | File No.: **033-65674** | Film No.: **94522273**
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address	Business Address
AMERICAN EXPRESS TOWER WORLD FINANCIAL CENTER ATTN GEN COUNSEL NEW YORK NY 10283	AMERICAN EXPRESS TWR 3 WORLD FINANCIAL CNTR NEW YORK NY 10048 2122982000

Rule 424(b)(2)
Registration Nos. 33-65674
NASD File No. 930707011

AMENDED PRICING SUPPLEMENT NO. 42
Dated April 8, 1994, to Prospectus
Supplement dated March 4, 1994
and Prospectus dated October 4, 1993

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

Due from Nine Months to 30 years from Date of Issue

Price to Public: 100%	Initial Interest Rate: Three (3) Month
Agent's Commission: .15%	LIBOR Telerate
Interest Rate Basis:	posted on 4/13/94
() Treasury Rate	Original Issue Date: 4/15/94
(X) LIBOR - 3 month	Maturity Date: 4/17/95
() Commercial Paper Rate	Maximum Interest Rate: _____%
() Federal Funds Effective Rate	Minimum Interest Rate: _____%
() Prime Rate	Spread Multiplier: _____%
() Other (see attached)	Spread (+ -) +.20%

Index Maturity: 3 month

Interest Payment Period: Quarterly

Interest Reset Period: Quarterly

Interest Reset Dates: Seventeenth (17th) of every April, July,
October and January

Interest Determination Dates: Two (2) London business days
prior to interest payment dates

Interest Payment Dates: Seventeenth (17th) of every April, July,
October, January and Maturity

The aggregate principal amount of this offering is \$20,000,000 and relates only to Pricing Supplement No. 42. Medium-Term Notes, Series E may be issued by the company in aggregate principal amount of up to \$2,500,000,000 and, to date, including this offering, an aggregate of \$1,371,150,000 Medium-Term Notes, Series E has been issued and \$1,371,150,000 are outstanding.