

JEFFERIES GROUP INC /DE/
Form 3
July 20, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â FRIEDMAN BRIAN P
(Last) (First) (Middle)

C/O JEFFERIES CAPITAL PARTNERS,Â 520 MADISON AVE., 12TH FLOOR

(Street)

NEW YORK,Â NYÂ 10022

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
07/18/2005

3. Issuer Name and Ticker or Trading Symbol
JEFFERIES GROUP INC /DE/ [JEF]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Chairman, Executive Committee

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 729,638 | D | Â |
| Common Stock | 520,000 ⁽¹⁾ | D | Â |
| Common Stock | 3,388 | I | See footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Option (Right to Buy) | 02/07/2005 | 02/02/2007 | Common Stock | 95,000 | \$ 20.99 | D | Â |
| Option (Right to Buy) | 01/01/2005 | 12/31/2007 | Common Stock | 684 | \$ 24.3114 | D | Â |
| Option (Right to Buy) | 01/01/2005 | 12/31/2007 | Common Stock | 834 | \$ 21.196 | D | Â |
| Option (Right to Buy) | 01/01/2005 | 12/31/2007 | Common Stock | 946 | \$ 18.7521 | D | Â |
| Option (Right to Buy) | 01/01/2005 | 12/31/2007 | Common Stock | 856 | \$ 20.9093 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRIEDMAN BRIAN P C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVE., 12TH FLOOR NEW YORK, NY 10022 | Â X | Â | Â Chairman, Executive Committee | Â |

Signatures

/s/ Roland T. Kelly, by power of attorney
Date: 07/20/2005

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Includes up to 520,000 shares that may be issued to the Reporting Person pursuant to an agreement with Jefferies Group, Inc. to issue up to such amount of shares upon the receipt by Jefferies Capital Partners IV L.P., a private equity fund, of threshold levels of committed capital at the final closing of the fund, subject to clawback based upon the size of a subsequent fund and subject to certain other conditions. This issuance is expected to occur eighteen months after the final closing of the fund or such earlier date as determined by the Reporting Person.

(1) Includes 570,936 shares indirectly held by the Reporting Person by the Trustee of the Jefferies Group, Inc. Employees' Stock Ownership Plan for the benefit of the Reporting Person, and includes 2,816,704 shares indirectly held by the Reporting Person by the Trustee under the Jefferies Group, Inc. Profit Sharing Plan for the benefit of the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.