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JEFFRIES GROUP INC

Form 3 April 23, 2008

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 *

CUMMING IAN M

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

04/20/2008

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

JEFFRIES GROUP INC [JEF]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O LEUCADIA NATIONAL CORPORATION, Â 315 PARK

AVENUE SOUTH

(Street)

10% Owner _X_ Director Officer Other

(give title below) (specify below)

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

NEW YORK. NYÂ 10010

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock

0

Â D

Common Stock

30,851,110

Ι See Explanation (1)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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

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

Conversion

Ownership

6. Nature of Indirect Beneficial Ownership

or Exercise Form of (Instr. 5)

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Security Direct (D) Exercisable Number of or Indirect Shares (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CUMMING IAN M

C/O LEUCADIA NATIONAL CORPORATION 315 PARK AVENUE SOUTH

NEW YORK, NYÂ 10010

Signatures

/s/ Ian M.
Cumming

**Signature of Reporting Person

O4/23/2008

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).

Reflects 30,851,110 shares of Jefferies common stock beneficially owned by Leucadia National Corporation ("Leucadia"). The Reporting (1) Person is a significant shareholder and Chairman of Leucadia. The Reporting Person disclaims beneficial ownership of the Jefferies common stock owned by Leucadia, except to the extent of his pecuniary interest, if any.

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.

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