

JEFFERIES GROUP INC /DE/
Form 4
December 06, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
FRIEDMAN BRIAN P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2006

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

4. 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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/06/2006 | | M | | 190,000 | A | \$ 10.495 |
| | | | | | 3,485,086 | (1) | D |
| Common Stock | 12/06/2006 | | M | | 1,368 | A | \$ 12.1556 |
| | | | | | 3,486,454 | (1) | D |
| Common Stock | 12/06/2006 | | M | | 1,668 | A | \$ 10.598 |
| | | | | | 3,488,122 | (1) | D |
| Common Stock | 12/06/2006 | | M | | 1,892 | A | \$ 9.376 |
| | | | | | 3,490,014 | (1) | D |
| Common Stock | 12/06/2006 | | M | | 1,712 | A | \$ 10.4546 |
| | | | | | 3,491,726 | (1) | D |

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Common Stock 12/06/2006 F 125,891 D \$ 29.68 3,365,835 ⁽¹⁾ D

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Option - Right to Buy | \$ 10.495 | 12/06/2006 | | M | 190,000 | 02/07/2005 02/07/2007 | Common Stock 190,000 |
| Option - Right to Buy | \$ 12.1556 | 12/06/2006 | | M | 1,368 | 12/31/2004 12/31/2007 | Common Stock 1,368 |
| Option - Right to Buy | \$ 10.598 | 12/06/2006 | | M | 1,668 | 12/31/2004 12/31/2007 | Common Stock 1,668 |
| Option - Right to Buy | \$ 9.376 | 12/06/2006 | | M | 1,892 | 12/31/2004 12/31/2007 | Common Stock 1,892 |
| Option - Right to Buy | \$ 10.4546 | 12/06/2006 | | M | 1,712 | 12/31/2004 12/31/2007 | Common Stock 1,712 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRIEDMAN BRIAN P | X | | Chairman, Executive Committee | |

Signatures

/s/ Roland T. Kelly, by power of
attorney

12/06/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).

Does not include 1,156 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 does not include 5,669 shares indirectly held by the Reporting Person by the

(1) Trustee under the Jefferies Group, Inc. Profit Sharing Plan for the benefit of the Reporting Person. Includes 1,040,000 shares that are to be issued to the Reporting Person pursuant to an agreement with Jefferies Group, Inc. to issue such amount of shares, subject to clawback based upon the size of a future private equity fund and subject to certain other conditions.

Remarks:

The Reporting Person has exercised options - no sale of shares has occurred.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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