Edgar Filing: JEFFERIES GROUP INC /DE/ - Form 4

JEFFERIES GROUP INC /DE/

Form 4

November 29, 2007

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Expires:

Washington, D.C. 20549 Number:

3235-0287 January 31,

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

Form 5 obligations may continue.

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

response... 0.5

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHENK JOSEPH A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

JEFFERIES GROUP INC /DE/

(Check all applicable)

Exec. Vice President

[JEF]

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

Filed(Month/Day/Year)

11/28/2007

Director 10% Owner X_ Officer (give title Other (specify below)

C/O JEFFERIES & COMPANY. INC., 520 MADISON AVE. 12TH FL.

(Street)

(State)

(First)

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

NEW YORK, NY 10022

X Form filed by One Reporting Person Form filed by More than One Reporting

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

1.Title of Security (Instr. 3)

Common

Stock

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

4. Securities Acquired (A) Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

Ownership Form: Direct (D)

or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Code V (D) Price Amount

11/28/2007

(Month/Day/Year)

\$ 40,000 D 25.3051 (1)

191,682 (2) D

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

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(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

SCHENK JOSEPH A C/O JEFFERIES & COMPANY, INC. 520 MADISON AVE. 12TH FL. NEW YORK, NY 10022

Exec. Vice President

Signatures

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

11/29/2007

**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).
- Volume weighted average price based on the following transactions: 700 at \$25.20; 500 at \$25.22; 3800 at \$25.23; 1200 at \$25.24; 5100 (1) at \$25.25; 1600 at \$25.26; 3600 at \$25.27; 2800 at \$25.28; 3200 at \$25.29; 3400 at \$25.30; 1100 at \$25.32; 1200 at \$25.33; 200 at \$25.38; 8400 at \$25.39; 2200 at \$25.40; 500 at \$25.41; and 500 at \$25.42.
- Does not include 3,717 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 21,902 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, and does not include 120 shares indirectly held by the Reporting Person as custodian for family accounts.

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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