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JEFFERIES GROUP INC /DE/  
Form 13F-HR/A  
December 13, 2005

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2005

Check here if Amendment [ X ]; Amendment Number: 1  
This Amendment (Check only one.): [ X ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Jefferies Group Inc.  
Address: 11100 Santa Monica Blvd, 11th Flr.  
Los Angeles, CA 90025

13F File Number: 28-10917

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Alfred Petrillo  
Title: Senior Vice President  
Phone: 212-336-7140

Signature, Place, and Date of Signing:

/s/ Alfred Petrillo Jersey City, NJ December 8, 2005

Report Type (Check only one.):

[ X ] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ ] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2  
Form13F Information Table Entry Total: 207  
Form13F Information Table Value Total: \$524,953 (thousands)  
List of Other Included Managers:

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Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

No.	13F File Number	Name
01	28-10432	Jefferies & Company, Inc.
02	28-11239	Jefferies Asset Management, LLC

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTH MANA
AAR CORP	NOTE 2.875% 2/0	000361AF2	620	590000	PRN		SOLE	01
ABERCROMBIE & FITCH CO	CL A	002896207	30747	616800	SH		SOLE	02
ACADIA RLTY TR	COM SH BEN INT	004239109	371	21000	SH		SOLE	01
ALBERTSONS INC	COM	013104104	3206	125000	SH		SOLE	02
ALMOST FAMILY INC	COM	020409108	420	25916	SH		SOLE	02
ALPHA NATURAL RESOURCES INC	COM	02076X102	4957	165000	SH		SOLE	02
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	8671	368490	SH		SOLE	02
AMERICAN EXPRESS CO	COM	025816109	3249	58936	SH		SOLE	01
AMGEN INC	COM	031162100	1397	17400	SH		SOLE	01
ANNTAYLOR STORES CORP	COM	036115103	21	10000	SH	CALL	SOLE	02
APACHE CORP	COM	037411105	3761	50000	SH		SOLE	02
ARDEN RLTY INC	COM	039793104	1170	30158	SH		SOLE	01
ARROW ELECTRS INC	DBCV 2/2	042735AY6	292	544000	PRN		SOLE	01
BANK OF AMERICA CORPORATION	COM	060505104	320	7612	SH		SOLE	01
BIOMED REALTY TRUST INC	COM	09063H107	903	37300	SH		SOLE	01
BIOMIRA INC	COM	09161R106	166	100000	SH		SOLE	01
BISYS GROUP INC	NOTE 4.000% 3/1	055472AB0	29	30000	PRN		SOLE	01
BLOCKBUSTER INC	CL A	093679108	2375	500000	SH		SOLE	02
BLOCKBUSTER INC	CL B	093679207	44	10200	SH		SOLE	01
BORDERS GROUP INC	COM	099709107	19399	875000	SH		SOLE	02
BOSTON PROPERTIES INC	COM	101121101	3191	44764	SH		SOLE	01
BOSTON SCIENTIFIC CORP	COM	101137107	241	9000	SH		SOLE	01
BRISTOL MYERS SQUIBB CO	COM	110122108	386	15600	SH		SOLE	01
BROOKS AUTOMATION INC	NOTE 4.750% 6/0	11434AAB6	486	500000	PRN		SOLE	01
BUILD A BEAR WORKSHOP	COM	120076104	8780	393740	SH		SOLE	02
BURLINGTON COAT FACTORY	COM	121579106	4633	121800	SH		SOLE	02
BURLINGTON RES INC	COM	122014103	1626	20000	SH		SOLE	02
CACHE INC	COM NEW	127150308	4157	272958	SH		SOLE	02
CAL DIVE INTL INC	COM	127914109	1268	20000	SH		SOLE	02
CALLAWAY GOLF CO	COM	131193104	224	15000	SH		SOLE	01
CALPINE CORP	COM	131347106	227	75251	SH		SOLE	01
CAMDEN PPTY TR	SH BEN INT	133131102	588	10704	SH		SOLE	01
CARNIVAL CORP	DBCV 2.000% 4/1	143658AN2	568	435000	PRN		SOLE	01
CHESAPEAKE ENERGY CORP	COM	165167107	956	25000	SH		SOLE	02
CHILDRENS PL RETAIL STORES I	COM	168905107	368	10338	SH		SOLE	02
CIENA CORP	COM	171779101	60	25001	SH		SOLE	01
CISCO SYS INC	COM	17275R102	803	44793	SH		SOLE	01
COMMSCOPE INC	COM	203372107	301	16000	SH		SOLE	01
CONOCOPHILLIPS	COM	20825C104	202	2900	SH		SOLE	01
CSX CORP	DBCV 10/3	126408GA5	89	100000	PRN		SOLE	01
DEVON ENERGY CORP NEW	DEB 4.900% 8/1	25179MAA1	2110	1770000	PRN		SOLE	01
DEVON ENERGY CORP NEW	DEB 4.950% 8/1	25179MAB9	31	26000	PRN		SOLE	01
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	295	5000	SH		SOLE	01
DICKS SPORTING GOODS INC	COM	253393102	2891	96000	SH		SOLE	02
DISNEY WALT CO	COM DISNEY	254687106	1318	56613	SH		SOLE	01

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DISNEY WALT CO	NOTE	2.125%	4/1	254687AU0	391	387000	PRN	SOLE	01
DRESS BARN INC	COM			261570105	2229	97917	SH	SOLE	02
DUKE ENERGY CORP	COM			264399106	894	31805	SH	SOLE	01
EARTHLINK INC	COM			270321102	1070	100000	SH	SOLE	02
EASTMAN KODAK CO	NOTE	3.375%	10/1	277461BE8	47	48000	PRN	SOLE	01
EDISON INTL	COM			281020107	959	20500	SH	SOLE	01
EDO CORP	NOTE	5.250%	4/1	281347AD6	1072	1050000	PRN	SOLE	01
ELAN PLC	ADR			284131208	101	11996	SH	SOLE	01
ELECTRIC CITY CORP	COM			284868106	270	300000	SH	SOLE	01
EMPIRE RESORTS INC	NOTE	5.500%	7/3	292052AB3	129	250000	PRN	SOLE	01
EOG RES INC	COM			26875P101	936	12500	SH	SOLE	02
EP MEDSYSTEMS INC	COM			26881P103	429	150000	SH	SOLE	01
EQUITY OFFICE PROPERTIES TRU	COM			294741103	657	20279	SH	SOLE	01
EQUITY RESIDENTIAL	SH BEN INT			29476L107	417	11307	SH	SOLE	01
ESCHELON TELECOM INC	COM			296290109	2117	173260	SH	SOLE	01
ESSEX PPTY TR INC	COM			297178105	722	8159	SH	SOLE	01
EXXON MOBIL CORP	COM			30231G102	4143	65200	SH	SOLE	01
FEDERAL NATL MTG ASSN	COM			313586109	388	8626	SH	SOLE	01
FIVE STAR QUALITY CARE INC	COM			33832D106	671	97800	SH	SOLE	01
FMC TECHNOLOGIES INC	COM			30249U101	1053	25000	SH	SOLE	02
FOOT LOCKER INC	COM			344849104	218	10000	SH	SOLE	01
FORDING CDN COAL TR	TR UNIT			345425102	1064	25000	SH	SOLE	02
FREEMPORT-MCMORAN COPPER & GO	NOTE	7.000%	2/1	35671DAK1	38	25000	PRN	SOLE	01
GAMESTOP CORP	CL A			36466R101	344	9500	SH	SOLE	01
GAMESTOP CORP	COM CL B			36466R200	544	18100	SH	SOLE	01
GEMSTAR-TV GUIDE INTL INC	COM			36866W106	29	10000	SH	SOLE	01
GENENTECH INC	COM NEW			368710406	407	5000	SH	SOLE	01
GENERAL ELEC CO	COM			369604103	599	17783	SH	SOLE	01
GENERAL GROWTH PPTYS INC	COM			370021107	335	7767	SH	SOLE	01
GENERAL MARITIME CORP	SHS			Y2692M103	763	20500	SH	SOLE	01
GENERAL MLS INC	COM			370334104	348	7400	SH	SOLE	01
GENERAL MLS INC	DBC		10/2	370334AU8	1490	2103000	PRN	SOLE	01
GENERAL MTRS CORP	DEB SR CV C		33	370442717	1337	62100	SH	SOLE	01
GLOBALSANTAFE CORP	SHS			G3930E101	3650	80000	SH	SOLE	02
GTECH HLDGS CORP	COM			400518106	20037	625000	SH	SOLE	02
GUIDANT CORP	COM			401698105	19486	277700	SH	SOLE	01
HALLIBURTON CO	NOTE	3.125%	7/1	406216AM3	722	414000	PRN	SOLE	01
HCA INC	COM			404119109	288	6000	SH	SOLE	02
HEWLETT PACKARD CO	COM			428236103	234	8201	SH	SOLE	01
HILTON HOTELS CORP	NOTE	3.375%	4/1	432848AZ2	33	30000	PRN	SOLE	01
HOOPER HOLMES INC	COM			439104100	63	16000	SH	SOLE	02
HORACE MANN EDUCATORS CORP N	NOTE	1.425%	5/1	440327AG9	146	315000	PRN	SOLE	01
HORNBECK OFFSHORE SVCS INC N	COM			440543106	2454	67000	SH	SOLE	02
HOST MARRIOTT CORP NEW	COM			44107P104	238	14366	SH	SOLE	01
HUMAN GENOME SCIENCES INC	NOTE	2.250%	10/1	444903AK4	61	2350000	PRN	SOLE	01
HYDROGENICS CORP	COM			448882100	155	40000	SH	SOLE	01
IDEC PHARMACEUTICALS CORP	NOTE		2/1	449370AC9	1702	1000000	PRN	SOLE	01
INCO LTD	NOTE		3/2	453258AM7	613	542300	PRN	SOLE	01
INCO LTD	SDCV	3.500%	3/1	453258AR6	66	40100	PRN	SOLE	01
INTEL CORP	COM			458140100	1670	68352	SH	SOLE	01
INTL PAPER CO	COM			460146103	570	18701	SH	SOLE	01
INTL PAPER CO	DBC		6/2	460146BM4	194	350000	PRN	SOLE	01
INVITROGEN CORP	COM			46185R100	478	5800	SH	SOLE	01
INVITROGEN CORP	NOTE	1.500%	2/1	46185RAK6	455	480000	PRN	SOLE	01
IOWA TELECOMM SERVICES INC	COM			462594201	700	39153	SH	SOLE	01
JACUZZI BRANDS INC	COM			469865109	92	12700	SH	SOLE	01
KAYDON CORP	NOTE	4.000%	5/2	486587AB4	769	694000	PRN	SOLE	01
KELLWOOD CO	DBC	3.500%	6/1	488044AF5	848	1000000	PRN	SOLE	01
KERZNER INTL LTD	NOTE	2.375%	4/1	492520AB7	1684	1500000	PRN	SOLE	01
KFX INC	COM			48245L107	3312	263412	SH	SOLE	01
KOHL'S CORP	COM			500255104	8967	178700	SH	SOLE	02
KRISPY KREME DOUGHNUTS INC	COM			501014104	18802	3000454	SH	SOLE	02

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KRISPY KREME DOUGHNUTS INC	COM		501014104	9	20000	SH	CALL	SOLE	02
LA QUINTA CORP	PAIRED CTF		50419U202	1034	125900	SH		SOLE	01
LABONE INC NEW	DBCV	3.500% 6/1	50540LAC9	125	100000	PRN		SOLE	01
LEUCADIA NATL CORP	COM		527288104	401	9820	SH		SOLE	01
LEXMARK INTL NEW	CL A		529771107	253	4200	SH		SOLE	01
LIBERTY MEDIA CORP	DEB	3.500% 1/1	530715AN1	345	335000	PRN		SOLE	01
LIBERTY MEDIA CORP NEW	COM SER A		530718105	159	19100	SH		SOLE	01
LIBERTY PPTY TR	SH BEN INT		531172104	246	6015	SH		SOLE	01
LIONS GATE ENTMNT CORP	COM NEW		535919203	222	20800	SH		SOLE	01
LITHIA MTRS INC	NOTE	2.875% 5/0	536797AB9	285	303000	PRN		SOLE	01
LOWES COS INC	NOTE	0.861%10/1	548661CG0	559	500000	PRN		SOLE	01
LTX CORP	NOTE	4.250% 8/1	502392AE3	495	500000	PRN		SOLE	01
MASCO CORP	NOTE	7/2	574599BB1	87	191000	PRN		SOLE	01
MBNA CORP	COM		55262L100	318	13032	SH		SOLE	01
MCDERMOTT INTL INC	COM		580037109	2563	70000	SH		SOLE	02
MCDONALDS CORP	COM		580135101	36065	1080008	SH		SOLE	01 0
MCMORAN EXPLORATION CO	NOTE	6.000% 7/0	582411AB0	163	115000	PRN		SOLE	01
MEDTRONIC INC	DBCV	1.250% 9/1	585055AD8	2290	2260000	PRN		SOLE	01
MERCK & CO INC	COM		589331107	299	10900	SH		SOLE	01
MERISTAR HOSPITALITY CORP	NOTE	9.500% 4/0	58984YAJ2	181	140000	PRN		SOLE	01
MICHAELS STORES INC	COM		594087108	4959	150000	SH		SOLE	02
MICRON TECHNOLOGY INC	NOTE	2.500% 2/0	595112AG8	105	92000	PRN		SOLE	01
MICROSOFT CORP	COM		594918104	2117	82735	SH		SOLE	01
MILLENNIUM CELL INC	COM		60038B105	46	20000	SH		SOLE	01
MOBILE MINI INC	COM		60740F105	567	13400	SH		SOLE	01
MOLEX INC	CL A		608554200	528	21300	SH		SOLE	01
MORGAN STANLEY	COM NEW		617446448	329	42500	SH	PUT	SOLE	02
NATIONAL HEALTHCARE CORP	COM		635906100	343	9800	SH		SOLE	02
NATIONAL OILWELL VARCO INC	COM		637071101	2987	48002	SH		SOLE	01 0
NEW YORK & CO INC	COM		649295102	19341	1179300	SH		SOLE	02
NEW YORK CMNTY BANCORP INC	COM		649445103	172	10000	SH		SOLE	01
NEXTEL PARTNERS INC	CL A		65333F107	253	10007	SH		SOLE	01
OCCIDENTAL PETE CORP DEL	COM		674599105	200	2300	SH		SOLE	01
OFFICEMAX INC DEL	COM		67622P101	66482	2099200	SH		SOLE	02
OFFICEMAX INC DEL	COM		67622P101	1566	613800	SH	CALL	SOLE	02
OIL SVC HOLDERS TR	DEPOSTRY RCPT		678002106	4639	37500	SH		SOLE	01 0
OMI CORP	NOTE	2.875%12/0	670874AF3	1016	1071000	PRN		SOLE	01
OMNICARE INC	COM		681904108	263	4700	SH		SOLE	01
OPEN SOLUTIONS INC	NOTE	1.467% 2/0	68371PAB8	107	200000	PRN		SOLE	01
ORACLE CORP	COM		68389X105	523	42262	SH		SOLE	01
PACIFIC SUNWEAR CALIF INC	COM		694873100	2998	139819	SH		SOLE	02
PATRIOT CAPITAL FUNDING INC	COM		70335Y104	705	50000	SH		SOLE	01
PEOPLES ENERGY CORP	COM		711030106	445	11000	SH		SOLE	01
PER-SE TECHNOLOGIES INC	SDCV	3.250% 6/3	713569AB7	126	100000	PRN		SOLE	01
PETCO ANIMAL SUPPLIES	COM NEW		716016209	635	30000	SH		SOLE	02
PETSMART INC	COM		716768106	3629	166606	SH		SOLE	01 0
PFIZER INC	COM		717081103	255	10000	SH		SOLE	01
PRECISION DRILLING CORP	COM		74022D100	4821	97950	SH		SOLE	01 0
PRG-SCHULTZ INTERNATIONAL IN	COM		69357C107	31	10000	SH		SOLE	01
PSS WORLD MED INC	NOTE	2.250% 3/1	69366AAB6	482	500000	PRN		SOLE	01
PUBLIC STORAGE INC	COM		74460D109	327	5029	SH		SOLE	01
QLT INC	NOTE	3.000% 9/1	746927AB8	455	500000	PRN		SOLE	01
QUALCOMM INC	COM		747525103	1720	38701	SH		SOLE	01
QUANTA SVCS INC	NOTE	4.000% 7/0	74762EAA0	10	10000	PRN		SOLE	01
QUANTUM CORP	NOTE	4.375% 8/0	747906AE5	960	1000000	PRN		SOLE	01
RANGE RES CORP	COM		75281A109	2220	57500	SH		SOLE	02
REDDY ICE HLDGS INC	COM		75734R105	1249	57600	SH		SOLE	01
RENTECH INC	COM		760112102	37	15000	SH		SOLE	01
RES-CARE INC	COM		760943100	224	14555	SH		SOLE	02
RETAIL VENTURES INC	COM		76128Y102	386	35200	SH		SOLE	02
RF MICRODEVICES INC	NOTE	1.500% 7/0	749941AE0	1840	1800000	PRN		SOLE	01
RICHARDSON ELECTRS LTD	SDCV	7.250%12/1	763165AB3	90	89890	PRN		SOLE	01

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RICHARDSON ELECTRS LTD	SDCV	8.250%	6/1	763165AC1	209	209000	PRN	SOLE	01
RITE AID CORP	NOTE	4.750%	12/0	767754BA1	99	100000	PRN	SOLE	01
ROBBINS & MYERS INC	NOTE	8.000%	1/3	770196AB9	893	1632000	PRN	SOLE	01
ROCKWELL COLLINS INC	COM			774341101	743	15600	SH	SOLE	01
SCHLUMBERGER LTD	COM			806857108	422	5000	SH	SOLE	01
SCI SYS INC	NOTE	3.000%	3/1	783890AF3	33	35000	PRN	SOLE	01
SEARS HLDGS CORP	COM			812350106	852	7337	SH	SOLE	01
SEMICONDUCTOR HLDRS TR	DEP RCPT			816636203	852	23052	SH	SOLE	01
SINCLAIR BROADCAST GROUP INC	SDCV	6.000%	9/1	829226AV1	400	512650	PRN	SOLE	01
SKYWORKS SOLUTIONS INC	COM			83088M102	151	20000	SH	SOLE	01
SKYWORKS SOLUTIONS INC	NOTE	4.750%	11/1	83088MAB8	155	150000	PRN	SOLE	01
SL GREEN RLTY CORP	COM			78440X101	2346	35480	SH	SOLE	01
SPRINT NEXTEL CORP	COM FON			852061100	1218	50001	SH	SOLE	01
STREETTRACKS GOLD TR	GOLD SHS			863307104	47675	1020000	SH	SOLE	02
SUNCOR ENERGY INC	COM			867229106	2270	37500	SH	SOLE	02
SUPERVALU INC	NOTE		11/0	868536AP8	529	1500000	PRN	SOLE	01
TAUBMAN CTRS INC	COM			876664103	524	16696	SH	SOLE	01
TELESYSTEM INTL WIRELESS INC	COM NEW			879946606	13	15108	SH	SOLE	01
TERRA INDS INC	COM			880915103	1035	139750	SH	SOLE	01
THERMA-WAVE INC	COM			88343A108	18	10000	SH	SOLE	01
TIME WARNER INC	COM			887317105	4301	240461	SH	SOLE	01
TOO INC	COM			890333107	13545	493800	SH	SOLE	02
TRIAD HOSPITALS INC	COM			89579K109	272	6000	SH	SOLE	02
TRIZEC PROPERTIES INC	COM			89687P107	479	21590	SH	SOLE	01
TTI TEAM TELECOM INTL LTD	ORD			M88258104	42	14000	SH	SOLE	01
TYCO INTL GROUP S A	DBCV	2.750%	1/1	902118BF4	118	93000	PRN	SOLE	01
VAALCO ENERGY INC	COM NEW			91851C201	49	10968	SH	SOLE	01
VALERO ENERGY CORP NEW	COM			91913Y100	6935	61300	SH	SOLE	01 0
VALUEVISION MEDIA INC	CL A			92047K107	146	11700	SH	SOLE	01
VECTOR GROUP LTD	COM			92240M108	12206	610000	SH	SOLE	02
VECTOR GROUP LTD	NOTE	5.000%	11/1	92240MAE8	248	200000	PRN	SOLE	01
VECTOR GROUP LTD	NOTE	6.250%	7/1	92240MAC2	7573	7691000	PRN	SOLE	01 0
W & T OFFSHORE INC	COM			92922P106	1480	47204	SH	SOLE	01
WALGREEN CO	COM			931422109	201	4700	SH	SOLE	01
WENDYS INTL INC	COM			950590109	6772	150000	SH	SOLE	02
WET SEAL INC	CL A			961840105	316	70300	SH	SOLE	02
WYNN RESORTS LTD	DBCV	6.000%	7/1	983134AB3	126	58000	PRN	SOLE	01
XTO ENERGY INC	COM			98385X106	1133	25000	SH	SOLE	02