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JEFFERIES GROUP INC /DE/
Form FWP
June 05, 2007

JUNE 4, 2007
FILED PURSUANT TO RULE 433
REGISTRATION STATEMENT NO. 333-130325

6.450% SENIOR DEBENTURES DUE 2027

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|----------------------------------|---|
| ISSUER: | Jefferies Group, Inc. |
| ISSUE: | Senior Debentures due 2027 |
| RATINGS: | Baal by Moody's Investor Services Inc. BBB+ by Standard & Poor's Ratings Corp BBB+ by Fitch Ratings |
| FORMAT: | SEC Registered |
| RANKING: | Senior Unsecured |
| OFFERING SIZE: | \$350,000,000 |
| TRADE DATE: | June 4, 2007 |
| SETTLEMENT DATE: | June 8, 2007 (T+4 days) |
| FINAL MATURITY: | June 8, 2027 |
| INTEREST PAYMENT DATES: | Semi-annually on the 8th of each June and December |
| FIRST PAYMENT DATE: | December 8, 2007 |
| UST SPOT (PX / YIELD): | 4.500% UST due 2/36 -- \$91-27(Price) / 5.040%(Yield) |
| SPREAD TO BENCHMARK: | T30 + 145basis points |
| YIELD TO MATURITY: | 6.490% |
| COUPON: | 6.450% paid semi-annually (Fixed) |
| PRICE TO PUBLIC: | 99.555% |
| UNDERWRITING DISCOUNT: | 0.750% |
| DAY COUNT CONVENTION: | 30 /360 |
| REDEMPTION AT THE ISSUER OPTION: | Make Whole T + 30 basis points |
| MINIMUM DENOMINATIONS: | \$5,000 and integral multiples of \$1,000 in excess t |
| BILLING & DELIVERING: | Merrill Lynch, Pierce, Fenner & Smith Incorporated |
| JOINT BOOK RUNNERS: | Jefferies & Company, Inc. Citigroup Global Markets Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated |
| CO-MANAGERS: | BNP Paribas Securities Corp. BNY Capital Markets, Inc. Goldman, Sachs & Co. HSBC Securities (USA) Inc. J.P. Morgan Securities Inc. Greenwich Capital Markets, Inc. |
| JUNIOR CO-MANAGERS: | Banc of America Securities LLC Fox-Pitt, Kelton Incorporated Keefe, Bruyette & Woods, Inc. SG Americas Securities, LLC |
| CUSIP/ISIN: | 472319 AE2 / US472319 AE27 |

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll free at

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1-877-858-5407, or Merrill Lynch toll free at 1-866-500-5408.