

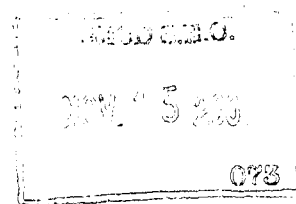
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

13FCON P11/14/02

Form 13F

NON-PUBLIC

Form 13F CONFIDENTIAL COVER PAGE



Report for the Calendar Year or Quarter Ended: September 30, 2001

Check here if Amendment ☐ ; Amendment Number: _____
This Amendment (Check only one.): ☐ is a restatement
☐ adds new holdings entries.



01082036

Institutional Investment Manager Filing this Report:

Name: Lehman Brothers Holdings Inc.
Address: 101 Hudson Street
Jersey City, NJ 07302

CONFIDENTIAL TREATMENT EXPIRED

Form 13F File Number: 28-3182

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 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: Oliver Budde
Title: Vice President
Phone: 212 455-7607

PROCESSED

JUN 01 2005

THOMSON
FINANCIAL

Signature Place and Date of Signing:

New York, NY

November 14, 2001

Report Type (Check only one.):

- ☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- ☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by another reporting manager(s).)
- ☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F CONFIDENTIAL SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 110

Form 13F Information Table Value Total 835,109
(thousands)

List of Other Included Managers:

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

No.	Form 13F File Number	Name
<u>1</u>	<u>28-1159</u>	<u>Lehman Brothers Inc.</u>

Lehman Brothers
Lehman Brothers Holdings Inc. - YEELDS Plus (1)

Rev 1- 16:59:30 11/13/2001

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TITLE OF NAME OF ISSUER	VALUE	SHRS OR SH/ CLASS	PUT/ INVESTMENT CUSIP (X\$1000)	OTHER PRN AMT	VOTING AUTHORITY PRN CALL DISCRETION	MANAGERS	SOLE	SHARED	NONE	
WTS ELAN CORP PLC		COMMON	G29539155	176	440400 SH	DEFINED	01	440400	0	0
WTS ELAN CORP PLC		COMMON	G29539163	1569	441400 SH	DEFINED	01	441400	0	0
***APCO ARGENTINA INC (CAYMEN		COMMON	037489101	915	41100 SH	DEFINED	01	0	0	41100
AVATAR HOLDINGS INC		CBONDCNV	053494AD2	6443	68000000 SH	DEFINED	01	68000000	0	0
C R BARD INC		COMMON	067383109	24517	476900 SH	DEFINED	01	476900	0	0
CALIFORNIA COASTAL COMMUNITIES		COMMON	129915203	704	167726 SH	DEFINED	01	167726	0	0
COMPAQ COMPUTER CORP		COMMON	204493100	6232	750000 SH	DEFINED	01	750000	0	0
CUMULUS MEDIA INC-CL A		CLASS	231082108	14090	2027400 SH	DEFINED	01	2027400	0	0
WTS ELAN PLC		WARRANT	284131703	12834	213900 SH	DEFINED	01	213900	0	0
D WTS FEDERATED DEPARTMENT		WARRANT	31410H127	636	335000 SH	DEFINED	01	335000	0	0
FRANCE GROWTH FUND INC		COMMON	35177K108	1656	240023 SH	DEFINED	01	240023	0	0
GRANT PRIDECO INC		COMMON	38821G101	14994	2462200 SH	DEFINED	01	2462200	0	0
HEARTLAND PARTNERS LP		COMMON	422357103	2726	187400 SH	DEFINED	01	187400	0	0
INTERNET CAPITAL GROUP		CBONDCNV	46059CAA4	430	20000000 SH	DEFINED	01	20000000	0	0
JAPAN EQUITY FUND INC		COMMON	471057109	834	164200 SH	DEFINED	01	164200	0	0
LIMITED INC		COMMON	532716107	4750	500000 SH	DEFINED	01	500000	0	0
NIAGARA MOHAWK HOLDINGS INC		COMMON	653520106	57273	3375000 SH	DEFINED	01	3375000	0	0
ORION POWER		COMMON	686286105	18741	726100 SH	DEFINED	01	726100	0	0
PETRIE STORES		LIQTR	716437108	420	519100 SH	DEFINED	01	519100	0	0
R G S ENERGY GROUP INC		COMMON	74956K104	7147	184700 SH	DEFINED	01	184700	0	0
SANMINA CORP		CBONDCNV	800907AD9	1750	50000000 SH	DEFINED	01	50000000	0	0
SICOR		CNVFPD	825846306	3613	85000 SH	DEFINED	01	85000	0	0
SIRIUS SATELLITE RADIO INC		COMMON	82966U103	1795	500000 SH	DEFINED	01	500000	0	0
3COM CORP		COMMON	885535104	4853	1294174 SH	DEFINED	01	1294174	0	0
WEBMETHODS INC		COMMON	94768C108	5112	739929 SH	DEFINED	01	739929	0	0
WEBMETHODS INC		COMMON	94768C108	5328	771106 SH	DEFINED	01	771106	0	0

Lehman Brothers

Rev 1- 16:59:50 11/13/2001

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Lehman Brothers Holdings Inc. - YEELDS Plus (1)

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TITLE OF NAME OF ISSUER	VALUE	SHRS OR SH/ CLASS	PUT/ CUSIP	INVESTMENT (X\$1000)	OTHER PRN AMT	VOTING AUTHORITY PRN CALL DISCRETION	MANAGERS	SOLE	SHARED	NONE
ADVANCED MARKETING SVCS INC		COMMON	00753T105	159	10400 SH	DEFINED	01	10400	0	0
AKAMAI TECHNOLOGIES INC		COMMON	00971T101	462	158800 SH	DEFINED	01	158800	0	0
AMERISOURCE HEALTH CORP		CBONDCNV	03071PAD4	7351	4770000 SH	DEFINED	01	4770000	0	0
APARTMENT INVT & MGMT CO PFD		PREFERRED	03748R705	3255	115000 SH	DEFINED	01	115000	0	0
***APCO ARGENTINA INC (CAYMEN		COMMON	037489101	10661	478620 SH	DEFINED	01	478620	0	0
AT HOME CORP		CBONDCNV	045919AC1	2258	21513000 SH	DEFINED	01	21513000	0	0
BEA SYSTEMS INC		CBONDCNV	073325AD4	4545	6270000 SH	DEFINED	01	6270000	0	0
CALPINE CORP		COMMON	131347106	6411	281100 SH	DEFINED	01	281100	0	0
CAPSTAR HOTEL CORP		CBONDCNV	140918AC7	1338	1500000 SH	DEFINED	01	1500000	0	0
CELESTICA INC		CBONDCNV	15101QAA6	13103	40165000 SH	DEFINED	01	40165000	0	0
CENDANT CORP		COMMON	151313103	960	75000 SH	DEFINED	01	75000	0	0
CITRIX SYSTEMS INC		CBONDCNV	177376AB6	2973	7018000 SH	DEFINED	01	7018000	0	0
COMVERSE TECHNOLOGY INC NEW		COMMON	205862402	1669	81500 SH	DEFINED	01	81500	0	0
CONVERSE TECHNOLOGY INC		CBONDCNV	205862AJ4	5473	7576000 SH	DEFINED	01	7576000	0	0
CRITICAL PATH INC		COMMON	22674V100	90	155800 SH	DEFINED	01	155800	0	0
CRITICAL PATH INC		CBONDCNV	22674VAA8	22	100000 SH	DEFINED	01	100000	0	0
CUMMINS INC		COMMON	231021106	1052	31900 SH	DEFINED	01	31900	0	0
CURAGEN CORP		COMMON	23126R101	2270	117660 SH	DEFINED	01	117660	0	0
CURAGEN CORP		CBONDCNV	23126RAC5	4573	6181000 SH	DEFINED	01	6181000	0	0
CYPRESS SEMICONDUCTOR CORP		CBONDCNV	232806AE9	2411	3000000 SH	DEFINED	01	3000000	0	0
CYPRESS SEMICONDUCTOR CORP		CBONDCNV	232806AF6	3614	4515000 SH	DEFINED	01	4515000	0	0
DEVON ENERGY CORPORATION NEW		CBONDCNV	25179MAD5	5717	12600000 SH	DEFINED	01	12600000	0	0
DIAMOND OFFSHORE DRILL		CBONDCNV	25271CAB8	29	60000 SH	DEFINED	01	60000	0	0
DIAMOND OFFSHORE DRILLING INC		CBONDCNV	25271CAC6	28299	58050000 SH	DEFINED	01	58050000	0	0
DIAMOND OFFSHORE DRILLING INC		CBONDCNV	25271CAD4	8130	9650000 SH	DEFINED	01	9650000	0	0
DOMINION RESOURCES INC VA NEW		COMMON	25746U109	8748	147400 SH	DEFINED	01	147400	0	0
DUPONT PHOTOMASKS INC		CBONDCNV	26613XAC5	1752	2000000 SH	DEFINED	01	2000000	0	0
EL PASO CORP		CBONDCNV	28336LAA7	11275	27500000 SH	DEFINED	01	27500000	0	0
EMCORE CORP		CBONDCNV	290846AA2	954	1500000 SH	DEFINED	01	1500000	0	0
ENZON INC		CBONDCNV	293904AA6	3585	4000000 SH	DEFINED	01	4000000	0	0
EQUITY OFFICE PROPERTIES TR		PREFCONV	294741509	3914	81800 SH	DEFINED	01	81800	0	0
EQUITY RESIDENTIAL PPTYS TRUST		COMMON	29476L883	5079	157930 SH	DEFINED	01	157930	0	0
EQUITY RESIDENTIAL PPTYS TRUST		PREFCONV	29476L859	895	35200 SH	DEFINED	01	35200	0	0
EUNIVERSE INC		COMMON	298412107	80	36500 SH	DEFINED	01	36500	0	0
FIRST DATA CORP		COMMON	319963104	833	14310 SH	DEFINED	01	14310	0	0
***GENENTECH INCORP CV		CEUROCNV	368710AA7	25	25000 SH	DEFINED	01	25000	0	0
GENZYME CORP		CBONDCNV	372917AK0	1487	1570000 SH	DEFINED	01	1570000	0	0
HEALTHAXIS INC		COMMON	42219D100	134	134000 SH	DEFINED	01	134000	0	0
INHALE THERAPEUTIC SYSTEMS INC		CBONDCNV	457191AF1	1603	2550000 SH	DEFINED	01	2550000	0	0
INHALE THERAPEUTIC SYS INC		CBONDCNV	457191AH7	2520	4700000 SH	DEFINED	01	4700000	0	0
INNKEEPERS USA TRUST 8.625%		PREFCONV	45760J302	5022	260900 SH	DEFINED	01	260900	0	0
INTERMUNE INC		CBONDCNV	45884XAA1	18771	15610000 SH	DEFINED	01	15610000	0	0
I2 TECHNOLOGIES		CBONDCNV	465754AF6	31	50000 SH	DEFINED	01	50000	0	0
J P MORGAN CHASE & CO		COMMON	46625H100	341	10000 SH	DEFINED	01	10000	0	0
JUNIPER NETWORKS INC		CBONDCNV	48203RAA2	4205	6852000 SH	DEFINED	01	6852000	0	0
KERR-MCGEE CORP		CBONDCNV	492386AP2	15968	15065000 SH	DEFINED	01	15065000	0	0
KEY ENERGY GROUP INC		CBONDCNV	492914AF3	926	1000000 SH	DEFINED	01	1000000	0	0
LSI LOGIC CORP		CBONDCNV	502161AE2	40	50000 SH	DEFINED	01	50000	0	0
L-3 COMMUNICATIONS HLDGS		CBONDCNV	502424AB0	4783	3748000 SH	DEFINED	01	3748000	0	0
***LENNAR CORP		CBONDCNV	526057AA2	701	1237000 SH	DEFINED	01	1237000	0	0
LIBERTY MEDIA CORP		CBONDCNV	530715AN1	3187	4180000 SH	DEFINED	01	4180000	0	0
MCKESSON CORP		COMMON	58155Q103	1273	33700 SH	DEFINED	01	33700	0	0
MERCURY INTERACTIVE CORP		CBONDCNV	589405AB5	4145	6164000 SH	DEFINED	01	6164000	0	0
MERRILL LYNCH & CO INC		CBONDCNV	590188A65	44943	95625000 SH	DEFINED	01	95625000	0	0
NATIONAL DATA CORP		CBONDCNV	635621AA3	5550	5000000 SH	DEFINED	01	5000000	0	0
NETWORK ASSOCIATES INC		CBONDCNV	640938AB2	48747	110790000 SH	DEFINED	01	10790000	0	0
NEW PLAN EXCEL REALTY TR INC		PREFCONV	648053205	4206	162100 SH	DEFINED	01	162100	0	0
OFFICE DEPOT INC		CBONDCNV	676220AB2	275	500000 SH	DEFINED	01	500000	0	0
OMNICARE INC		CBONDCNV	681904AD0	3974	4516000 SH	DEFINED	01	4516000	0	0
PMC-SIERRA INC		CBONDCNV	69344FAA4	8512	10000000 SH	DEFINED	01	10000000	0	0
PMI GROUP INC		COMMON	69344M101	1210	19400 SH	DEFINED	01	19400	0	0
POGO PRODUCING CO SUB NT CONV		CBONDCNV	730448AE7	11212	12237000 SH	DEFINED	01	12237000	0	0
PRIDE INTL INC		CBONDCNV	741932AB3	2337	5500000 SH	DEFINED	01	5500000	0	0
QUANTA SVCS INC		CBONDCNV	74762EAA0	14333	21841000 SH	DEFINED	01	21841000	0	0
RECKSON ASSOCS RLTY CORP		COMMON	75621K304	13754	539200 SH	DEFINED	01	539200	0	0
RES-CARE INC		CBONDCNV	760943AA8	398	500000 SH	DEFINED	01	500000	0	0
SPX CORP		CBONDCNV	784635AD6	28915	50840000 SH	DEFINED	01	50840000	0	0
SANMINA CORP		CBONDCNV	800907AC1	7444	21270000 SH	DEFINED	01	21270000	0	0
SEACOR HOLDINGS INC		CBONDCNV	811904AE1	622	530680 SH	DEFINED	01	530680	0	0
SENSORMATIC ELECTRONICS CORP		PREFCONV	817265200	637	21000 SH	DEFINED	01	21000	0	0
SENSORMATIC ELECTRS CORP		PREFCONV	817265804	7608	250500 SH	DEFINED	01	250500	0	0
SIMON PROPERTY GROUP INC NEW		PREFCONV	828806406	20088	260992 SH	DEFINED	01	260992	0	0
SOLETRON CORP		CBONDCNV	834182AK3	34071	65053000 SH	DEFINED	01	65053000	0	0
SOVEREIGN BANCORP INC		PREFCONV	845905306	2620	44995 SH	DEFINED	01	44995	0	0
TERAYON COMMUNICATION SYS		CBONDCNV	880775AC5	3975	7655900 SH	DEFINED	01	7655900	0	0
THERMO FIBERTEK INC		CBONDCNV	88355WAA3	5512	6000000 SH	DEFINED	01	6000000	0	0
***THERMO ELECTRON CORP		CBONDCNV	883556AF9	61487	62903000 SH	DEFINED	01	62903000	0	0
THERMO ELECTRON CONV BD		CBONDCNV	883556AH5	9771	10918000 SH	DEFINED	01	10918000	0	0
THERMO ELECTRON CORP		CBONDCNV	883556AJ1	1444	1823000 SH	DEFINED	01	1823000	0	0
TYCO INTL LTD NEW		CBONDCNV	902124AC0	55619	73183000 SH	DEFINED	01	73183000	0	0
UNITED STATES CELLULAR CORP		CBONDCNV	911684AA6	1853	3923000 SH	DEFINED	01	3923000	0	0
VALERO ENERGY CORP NEW		COMMON	91913Y100	1646	46900 SH	DEFINED	01	46900	0	0
VERTEX PHARMACEUTICALS INC		CBONDCNV	92532FAC4	174	280000 SH	DEFINED	01	280000	0	0
VITESSE SEMICONDUCTOR CORP		CBONDCNV	928497AB2	13532	17103000 SH	DEFINED	01	17103000	0	0