LEUCADIA NATIONAL CORP

Form 4

December 30, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires:

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

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

See Instruction

1(b).

Common

Common

Stock

Stock

11/13/2015

12/28/2015

(Print or Type Responses)

1. Name and A	ng Person *	Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	(Last) (First) (Middle) C/O LEUCADIA NATIONAL CORPORATION, 520 MADISON			f Earliest T Day/Year) 015	ransaction	Director 10% Owner Officer (give title Other (specify below) President				
AVENUE										
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
		Filed(Mor	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by One Reporting Person					
NEW YOR					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 I (Month/Day/Ye		emed on Date, if	3. Transacti Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or			

(Instr. 8)

Code V

 $G^{(3)}$

 $A^{(1)}$

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

(Month/Day/Year)

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Owned

Following

Reported

Transaction(s) (Instr. 3 and 4)

5,252,377

5,254,679

(A)

D

Price

\$0

Amount (D)

100

2,302

Indirect (I)

(Instr. 4)

 $D^{(2)}$

 $D^{(2)}$

Ownership

(Instr. 4)

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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. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	TC:41	or		
						Exercisable Date	-	Title	Number		
					(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

FRIEDMAN BRIAN P C/O LEUCADIA NATIONAL CORPORATION **520 MADISON AVENUE** NEW YORK, NY 10022

President

Signatures

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

12/29/2015

**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).
- Acquisition of restricted stock units as a result of dividend reinvestment in a transaction exempt under Rule 16b-3(d) under the Securities **(1)** Exchange Act of 1934.
- Includes 15,599 shares indirectly held by the Reporting Person by the Trustee under the Profit Sharing Plan for the benefit of the Reporting Person; and includes 48,600 shares indirectly held by the Reporting Person through a family trust.
- (3) Represents a gift transaction by the Reporting Person.

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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