CUMMING IAN M

Form 4

October 15, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Last)

Common

Shares

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **CUMMING IAN M**

(First)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

LEUCADIA NATIONAL CORP

[LUK]

(Check all applicable)

(Middle)

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

_X__ Director X_ Officer (give title

X__ 10% Owner _ Other (specify

C/O LEUCADIA NATIONAL CORPORATION, 315 PARK

AVENUE SOUTH

10/13/2009

below) Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)

3,195,432

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

NEW YORK, NY 10010

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securitie on Disposed of (Instr. 3, 4) Amount	f (D)	Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Shares	10/13/2009		S <u>(1)</u>	150,110	D	\$ 25.3551 (2)	19,937,851	D			
Common Shares	10/14/2009		S <u>(1)</u>	259,700	D	\$ 25.9916 (3)	19,678,151	D			

See

Explanation

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

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SEC 1474 (9-02)

> 9. Ni Deriv Secu Bene Own Follo Repo Trans (Insti

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	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration Da	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	C	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) I	Derivative	•		Secur	ities	(Instr. 5)
	Derivative				S	Securities			(Instr.	. 3 and 4)	
	Security				A	Acquired					
					((A) or					
					I	Disposed					
					C	of (D)					
					(Instr. 3,					
					4	4, and 5)					
										Amount	
										Amount	
								Expiration Date	Title	or Namel	
						(A) (D)				Number	
				C 1	3 7 /					of	
				Code	V ((A) (D)				Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

CUMMING IAN M C/O LEUCADIA NATIONAL CORPORATION 315 PARK AVENUE SOUTH NEW YORK, NY 10010

X Chairman of the Board X

Signatures

Ian M. 10/15/2009 Cumming

**Signature of Date

Reporting Person

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).
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 9, 2009.
 - Reflects weighted average per share price of separately priced transactions at a range of \$25.00-\$25.55. Upon the request of the
- (2) Commission or a security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided to the requesting party.
- (3) Reflects weighted average per share price of separately priced transactions at a range of \$25.82 \$26.14. Upon the request of the Commission or a security holder of the issuer, full information regarding the number of shares sold at each separate price will be provided

Reporting Owners 2

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to the requesting party.

Consists of 216,000 common shares beneficially owned by the Reporting Person's wife, and 2,979,432 Common shares held in Grantor Retained Annuity Trusts. The Reporting Person no longer has a reportable beneficial interest in shares owned by trusts for the benefit of the Reporting Person's adult sons, which were previously included in the Reporting Person's prior ownership reports, as a result of the resignation in July 2009 by the wife of the Reporting Person as sole trustee of these trusts.

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.