

Final Terms dated as of 19 January 2006

LEHMAN BROTHERS SECURITIES N.V.
Warrant and Certificate Programme

Guaranteed by
LEHMAN BROTHERS HOLDINGS INC.

Up to 5,000 Certificates on a Basket of Japanese Bank Shares

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 30 August 2005. This document constitutes the Final Terms of the Notes and must be read in conjunction with such Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular.

Save as disclosed herein, neither the Issuer nor the Guarantor is involved in any litigation or arbitration proceedings which the Issuer or the Guarantor (as the case may be) believes would have a material adverse effect on the financial position of the Issuer or the Guarantor (as the case may be) nor is the Issuer or the Guarantor aware of any such proceedings pending or threatened.

The Issuer accepts responsibility for the information contained in these Final Terms and declares that, having taken all reasonable care to ensure that such is the case the information contained in these Final Terms is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

The information contained herein with regard to the underlying asset (or basket of assets), Commodity (or Basket of Commodities), Currency (or Basket of Currencies), Debt Instrument (or Basket of Debt Instruments), Depositary Receipt (or Basket of Depositary Receipts), Index (or Basket of Indices) or Share (or Basket of Shares) (as all such terms are defined in the Terms and Conditions) or other item(s) (the “**Underlying**”) to which the Securities relate consists of extracts from or summaries of information that are publicly available. Except as mentioned herein, the Issuer accepts responsibility for accurately reproducing and/or summarising the information relating to the Underlying to which the Securities relate, which information is more particularly described in Part C hereto. The Issuer accepts no further or other responsibility in respect of such information.

IN WITNESS WHEREOF, LEHMAN BROTHERS SECURITIES N.V. has caused these Final Terms to be executed by a duly authorised officer or director.

Dated: 19 January 2006

Executed by

LEHMAN BROTHERS SECURITIES N.V.
and signed and delivered on its behalf

By: _____
Authorised Signatory

Part A

Information about the Securities

General

1. Issuer: Lehman Brothers Securities N.V.
2. Guarantor: Lehman Brothers Holdings Inc.
3. Description of the Securities:
 - (a) Warrants or Certificates: The Securities are Certificates
 - (b) Type of Securities: The Securities are Share Securities
4. Form of the Securities: Bearer: Global Security
5. Description of the Underlying: A Basket of Shares as described in Part C (Information on the Underlying)
6. If Warrants, American Style Warrants, European Style Warrants or other: Not Applicable
7. If Warrants, Call Warrants, Put Warrants or other: Not Applicable
8. Number of Securities being issued: Up to 5,000
9. (a) Series Number: L-06/02
(b) Tranche Number: 1
10. Issue Date: 19 January 2006
11. Issue Price(s): Japanese Yen (“JPY”) 1,000,000 per Security

Each Dealer reserves the right, in its sole discretion, at any time and from time to time, to offer and sell the Securities at one or more prices that differ from the Issue Price
12. Minimum initial purchase of the Securities: 1 Certificate
13. Minimum transferable number (for the purposes of Condition 1(c)): 1 Certificate
14. Last Trading Day (for the purposes of Conditions 1(c) and 9(c)): Three Business Days prior to the Valuation Date

Warrants - Provisions relating to exercise

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| 15. If American Style Warrants, the Exercise Period: | Not Applicable |
| 16. If European Style Warrants, the Expiration Date: | Not Applicable |
| 17. Exercise Notice Deposit Time(s) (for the purposes of Condition 5(a)): | Not Applicable |
| 18. Minimum Exercise Number (for the purposes of Condition 5(b)): | Not Applicable |
| 19. Integral multiple of Minimum Exercise Number (for the purposes of Condition 5(b)): | Not Applicable |
| 20. If Physical Delivery Warrants, any modification of minimum Board Lot requirement in relation to exercise (for the purpose of Condition 9(h)): | Not Applicable |
| 21. If American Style Warrants, the Maximum Exercise Number (for the purposes of Condition 5(b)): | Not Applicable |
| 22. Automatic Exercise in respect of Cash Settled Warrants (for the purposes of Condition 4(a)): | Not Applicable |

Certificates - Provisions relating to interest

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| 23. Interest Payment Dates: | Not Applicable |
| 24. Notional Amount per Certificate (for the purposes of Condition 6): | Not Applicable |
| 25. Interest Rate (for the purposes of Condition 6): | Not Applicable |
| 26. Interest Rate Day Count Fraction (for the purposes of Condition 6): | Not Applicable |
| 27. Other terms relating to the method of calculating interest (for the purposes of Condition 6): | Not Applicable |

Provisions relating to settlement and redemption

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| 28. | Form of Settlement (for the purposes of Condition 1(a)): | Cash Settled Securities |
| 29. | Issuer's option to vary settlement in respect of the Securities (for the purposes of Conditions 1(a) and 10(c)): | Not Applicable |
| 30. | Valuation Date: | 19 December 2010 |
| 31. | Averaging Dates: | Not Applicable |
| 32. | Consequence of Averaging Date Disruption (for the purposes of Condition 13(b)): | Not Applicable |
| 33. | Valuation Time: | Official close of trading on the relevant Exchange |
| 34. | If Warrants, the Settlement Date: | Not Applicable |
| 35. | If Certificates, the Certificate Settlement Notice Period: | The period of three Business Days ending on and including the Valuation Date |
| 36. | If Certificates, the Redemption Date: | 19 January 2011 |
| 37. | Business Day Centre(s): | London and Tokyo |
| 38. | Exchange Rate, including details of when such rate is to be ascertained: | Not Applicable |
| 39. | If Cash Settled Securities, Settlement Currency for the payment of the Cash Settlement Amount and/or Alternative Cash Settlement Amount: | JPY |
| 40. | If Cash Settled Securities, Cash Settlement Amount or method of calculation of the Cash Settlement Amount (for the purposes of Condition 4(b) or Condition 7, as applicable): | <p>For each Certificate held, the Cash Settlement Amount (“CSA”) shall be determined by the Calculation Agent in accordance with the following:</p> $CSA = \text{Issue Price} \times \left(\sum_{i=1}^{10} W_i \times \left(\frac{\text{Final Price } i}{\text{Initial Price } i} \right) \right)$ |

Where:

“Final Price i” means the price per share of the

Shares of each Basket Company on the Exchange at the Valuation Time on the Valuation Date;

“**Initial Price i**” has, in relation to the Shares of each Basket Company, the meaning ascribed to it in Part C;

“**Trade Date**” means 14 November 2005; and

“**W i**” means the weight of the Shares of each Basket Company, as set out in Part C.

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| 41. If Physical Delivery Warrants, the Strike Price(s): | Not Applicable |
| 42. If Physical Delivery Securities: | Not Applicable |
| 43. If Physical Delivery Certificates, any modification of minimum Board Lot requirement in relation to settlement (for the purpose of Condition 9(h)): | Not Applicable |
| 44. Other circumstances where Holder will receive the Alternative Settlement Amount (for the purposes of Condition 10(c)): | Not Applicable |
| 45. Other additional conditions to settlement (for the purposes of Condition 10(a)(i), 10(a)(ii), 10(b)(i) and 10(b)(ii)): | Not Applicable |

Other specified terms and modifications to the Conditions

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| 46. If Currency Securities, details of the Relevant Screen Page, the Base Currency and the relevant Subject Currency or Subject Currencies: | Not Applicable |
| 47. If Commodity Securities, provisions for calculations: | Not Applicable |
| 48. If Index Securities: | Not Applicable |
| 49. If Share Securities: | |
| (a) Share(s): | Ordinary shares of the Basket Companies set out in Part C |

- | | | |
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| (b) | Exchange: | Tokyo Stock Exchange |
| (c) | Related Exchange: | Osaka Securities Exchange |
| (d) | Method of Adjustment (for the purposes of Condition 14(b)): | Calculation Agent Adjustment |
| (e) | Consequences of Merger Events (for the purposes of Condition 15(a)): | |
| (i) | Share-for-Share: | Modified Calculation Agent Adjustment |
| (ii) | Share-for-Combined: | Modified Calculation Agent Adjustment |
| (iii) | Share-for-Other: | Modified Calculation Agent Adjustment |
| (f) | Consequences of Tender Offers (for the purposes of Condition 15(b)) | |
| (i) | Share-for-Share: | Modified Calculation Agent Adjustment |
| (ii) | Share-for Combined: | Modified Calculation Agent Adjustment |
| (iii) | Share-for-Other: | Modified Calculation Agent Adjustment |
| (g) | Options Exchange (for the purposes of Condition 14(b)(i), Condition 15(a)(iii) or Condition 15(b)(ii), where applicable) | Not Applicable |
50. Additional Disruption Events:
- | | | |
|-----|--|----------------|
| (a) | Applicable Additional Disruption Events: | None |
| (b) | Consequences of Additional Disruption Event: | Not Applicable |
51. Further adjustments:
- | | | |
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| (a) | whether provisions for market disruption apply other than as provided for in | Not Applicable |
|-----|--|----------------|

Condition 13:

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| (b) in relation to Debt Instrument Securities, provisions dealing with the situation where one or more of the relevant Debt Instruments is redeemed (or otherwise ceases to exist before expiration of the relevant Securities): | Not Applicable |
| (c) any supplemental adjustment provisions: | Not Applicable |
| 52. Other special conditions and any modification to the Terms and Conditions of the Securities: | Not Applicable |
| 53. Relevant Clearing System(s) (for the purposes of the definition in Condition 28): | Euroclear
Clearstream, Luxembourg
The Bank of New York, Brussels shall act as common depository for Euroclear and Clearstream, Luxembourg |
| 54. Calculation Agent if not the Issuer: | Lehman Brothers International (Europe) |
| 55. Listing: | None |
| 56. Rule 144A eligibility: | No |
| 57. Eligibility for private placement to other "accredited investors" in the United States: | No |
| 58. US Selling Restrictions and additional selling restrictions: | |
| (a) details of the applicable type of US Selling Restrictions including in respect of the relevant US Selling Restrictions certification required for the purposes of exercise or redemption: | Type 2A |

(b) details of any additional selling restrictions (for the purposes of Condition 9(e)): Not Applicable

Part B

Other Information

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| 1. | (a) Listing: | None |
| | (b) Admission to Trading: | Not Applicable |
| 2. | Notification | Not Applicable |
| 3. | Interests of Natural and Legal Persons Involved in The Issue/Offer | Not Applicable |
| 4. | (a) Method of distribution of the Securities: | Non-syndicated |
| | (b) Names of the Dealer(s): | Lehman Brothers International (Europe) |
| 5. | ISIN: | ANN521331754 |
| 6. | Common Code: | 023934710 |
| 7. | CUSIP: | Not Applicable |
| 8. | Telekurs number and, where any additional or alternative Clearing System(s) has/have been specified in paragraph 39(b) above, any other relevant security code: | CH2385573 |
| 9. | Principal Securities Agent: | Belgian Securities Agent |
| 10. | Whether Definitive Security Certificates may be issued as well as/instead of a Global Security: | The Securities will be at all times represented by a Global Security |
| 11. | Reasons for the Offer: | Not Applicable |

Part C

Information on the Underlying

The Shares are not particularly described in these Final Terms. The information contained in these Final Terms relating to the Basket Companies and the Shares consists only of extracts from or summaries of information which is publicly available. Neither the Issuer nor the Guarantor has independently verified any such information, and neither accepts any responsibility for error or omission, other than accepting responsibility for accurately extracting and/or summarising such information, as stated in the fourth paragraph of the first page of these Final Terms. The Shares are publicly listed and investors may acquire such further information as they deem necessary in relation to the Shares and the Basket Companies from such publicly available information as they deem appropriate. Investors should make their own investment, hedging and trading decisions (including decisions regarding the suitability of this investment), based upon their own judgement and upon advice from such advisers as such investors deem necessary and not upon any view expressed by the Issuer or the Guarantor.

i	Basket Companies	Bloomberg Ticker	Currency	W	Initial Price _i
1	Mitsubishi UFJ Securities	8306 JT Equity	JPY	10.00%	1,680,000
2	Mizuho Financial group Inc	8411 JT Equity	JPY	10.00%	953,000
3	Sumitomo Trust and Banking Co.	8403 JT Equity	JPY	10.00%	1,162
4	Takefuji Corp.	8564 JT Equity	JPY	10.00%	7,900
5	Shinsei Bank Ltd	8303 JT Equity	JPY	10.00%	690
6	Yamaguchi Bank	8380 JT Equity	JPY	10.00%	1,780
7	SFCG Co. Ltd	8597 JT Equity	JPY	10.00%	26,700
8	Orix Corp.	8591 JT Equity	JPY	10.00%	28,870
9	Daiwa Securities	8601 JT Equity	JPY	10.00%	1,270
10	Nishi Nippon City Bank Ltd	8327 JT Equity	JPY	10.00%	750

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Company: Bank of New York
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Cc: Clément Cruse
Facsimile: 44-207-102-2778

From: Jonathan Knapp
Telephone: 5999-461-8415
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Number of pages (including cover): 13

***IF COPY IS ILLEGIBLE OR INCOMPLETE, PLEASE CALL
THE ABOVE NUMBER IMMEDIATELY FOR RETRANSMISSION***

Please find attached the Final Version relating to the Certificate on a Basket of Japanese Bank Shares to be issued 19th January, 2006. If you would be so kind as to confirm receipt via my e-mail address of jknapp@lehman.com I would be very grateful.

The original documents have been sent via courier, marked for your attention. Should you have any queries, please do not hesitate to contact me.

Kind regards,



Jonathan Knapp

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