

CUMMING IAN M.
Form 4
March 01, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
LEUCADIA NATIONAL CORP
[LUK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
529 EAST SOUTH TEMPLE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN OF THE BOARD

SALT LAKE CITY, UT 84102
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
COMMON SHARES	01/21/2011		G		50	D	11
COMMON SHARES	02/25/2011		M ⁽²⁾		2,000,000	A	\$ 28.515
COMMON SHARES	02/25/2011		F ⁽²⁾		1,738,401	D	\$ 32.806
COMMON SHARES	02/25/2011		S		261,599	D	\$ 32.24
COMMON SHARES							
COMMON SHARES					3,354,654	I	

See footnote (4)

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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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
COMMON SHARE PURCHASE WARRANTS (RIGHT TO BUY)	\$ 28.515	02/25/2011		M ⁽²⁾	2,000,000	05/16/2006	03/05/2011			Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUMMING IAN M. 529 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102	X	X	CHAIRMAN OF THE BOARD	

Signatures

/s/ Ian M. Cumming
03/01/2011

**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).
- (1) Not Applicable.
On February 25, 2011, the Reporting Person exercised a common share purchase warrant for 2,000,000 common shares, and common
 - (2) shares were withheld to pay the exercise price therefor, all in transactions exempt under Rule 16b-3 under the Securities Exchange Act of 1934 (the "Exchange Act").
 - (3) Includes 491,772 shares distributed from Grantor Retained Annuity Trusts of which Reporting Person is the sole trustee in a transaction exempt under Rule 16b-13 of the Exchange Act.

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- (4) Consists of 216,000 common shares beneficially owned by the Reporting Person's wife, and 3,306,190 common shares held in Grantor Retained Annuity 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.