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JEFFERIES GROUP INC /DE/  
Form 13F-HR  
August 15, 2007

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2007

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

Institutional Investment Manager Filing this Report:

Name: Jefferies Group Inc.  
Address: 11100 Santa Monica Blvd, 11th Flr.  
Los Angeles, CA 90025

13F File Number: 28-10917

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 herein 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: Larry Scarpa  
Title: Managing Director  
Phone: 212-336-7090

Signature, Place, and Date of Signing:

/s/ Larry Scarpa Jersey City, NJ August 14, 2007

Report Type (Check only one.):

[ X ] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ ] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2  
Form13F Information Table Entry Total: 749  
Form13F Information Table Value Total: \$2,272,874 (thousands)  
List of Other Included Managers:

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

No.	13F File Number	Name
01	28-10432	Jefferies & Company, Inc.
02	28-11329	Jefferies Asset Management, LLC

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
A D C TELECOMMUNICATIONS	FRNT 6/1	000886AB7	6776	7000000	PRN		SOLE	01
A D C TELECOMMUNICATIONS	COM NEW	000886309	620	33531	SH		SOLE	01
ABBOTT LABS	COM	002824100	1789	33217	SH		SOLE	01
ABERCROMBIE & FITCH CO	CL A	002896207	34790	476700	SH		SOLE	02
ABN AMRO HLDG NV	SPONSORED ADR	000937102	688	15000	SH		SOLE	02
ACE LTD	ORD	G0070K103	763	12200	SH		SOLE	01
ACTIVISION INC NEW	COM NEW	004930202	410	20800	SH		SOLE	01
ADOBE SYS INC	COM	00724F101	5740	134899	SH		SOLE	01
ADVANCED MICRO DEVICES INC	COM	007903107	463	32185	SH		SOLE	01
ADVANCED MICRO DEVICES INC	COM	007903107	358	25000	SH	CALL	SOLE	02
ADVOCAT INC	COM	007586100	193	16000	SH		SOLE	02
AES CORP	COM	00130H105	1354	63872	SH		SOLE	01
AFFILIATED MANAGERS GROUP	COM	008252108	322	2500	SH		SOLE	02
AFFIRMATIVE INS HLDGS INC	COM	008272106	336	22000	SH		SOLE	01
AFLAC INC	COM	001055102	551	10650	SH		SOLE	01
AGL RES INC	COM	001204106	403	10000	SH		SOLE	01
AIR PRODS & CHEMS INC	COM	009158106	704	8700	SH		SOLE	01
AIRGAS INC	COM	009363102	290	6200	SH		SOLE	01
AKZO NOBEL NV	SPONSORED ADR	010199305	230	2668	SH		SOLE	01
ALBERTO CULVER CO NEW	COM	013078100	246	9900	SH		SOLE	01
ALCOA INC	COM	013817101	9982	249935	SH		SOLE	01
ALEXION PHARMACEUTICALS INC	COM	015351109	3186	68195	SH		SOLE	01
ALLEGHENY ENERGY INC	COM	017361106	980	18898	SH		SOLE	01
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	482	4700	SH		SOLE	01
ALLERGAN INC	COM	018490102	1216	21012	SH		SOLE	01
ALLIANCE IMAGING INC	COM NEW	018606202	408	43500	SH		SOLE	02
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	578	42499	SH		SOLE	01
ALTRIA GROUP INC	COM	02209S103	847	12100	SH		SOLE	01
AMAZON COM INC	NOTE 4.750% 2/0	023135AF3	10233	10000000	PRN		SOLE	01
AMAZON COM INC	COM	023135106	2715	41000	SH		SOLE	01
AMBAC FINL GROUP INC	COM	023139108	2264	26500	SH		SOLE	01
AMEREN CORP	COM	023608102	534	10900	SH		SOLE	01
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	24082	938522	SH		SOLE	01 0
AMERICAN ELEC PWR INC	COM	025537101	717	16091	SH		SOLE	01
AMERICAN EXPRESS CO	COM	025816109	5518	85700	SH		SOLE	01
AMERICAN FINL GROUP INC OHIO	NOTE 1.486% 6/0	025932AD6	576	931000	PRN		SOLE	01
AMERICAN GREETINGS CORP	CL A	026375105	285	10500	SH		SOLE	01
AMERICAN TOWER CORP	NOTE 3.250% 8/0	029912AK8	1925	555000	PRN		SOLE	01
AMERICREDIT CORP	COM	03060R101	293	11000	SH		SOLE	01 0
AMERIPRISE FINL INC	COM	03076C106	291	4571	SH		SOLE	01
AMERISOURCEBERGEN CORP	COM	03073E105	227	4582	SH		SOLE	01
AMERON INTL INC	COM	030710107	204	2200	SH		SOLE	01
AMGEN INC	COM	031162100	304	5493	SH		SOLE	01
AMR CORP	COM	001765106	1509	57299	SH		SOLE	01
AMSURG CORP	COM	03232P405	386	16000	SH		SOLE	02

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AMYLIN PHARMACEUTICALS INC	COM	032346108	3581	77900	SH	SOLE	01
ANADARKO PETE CORP	COM	032511107	891	17079	SH	SOLE	01
ANALOG DEVICES INC	COM	032654105	965	25650	SH	SOLE	01 0
ANDERSONS INC	COM	034164103	302	6800	SH	SOLE	01
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	378	10000	SH	SOLE	01
ANN TAYLOR STORES CORP	COM	036115103	3539	99297	SH	SOLE	01 0
APACHE CORP	COM	037411105	332	4039	SH	SOLE	01
APEX SILVER MINES LTD	ORD	G04074103	812	39600	SH	SOLE	01
APOGEE ENTERPRISES INC	COM	037598109	203	7488	SH	SOLE	01
APPLIED MATLS INC	COM	038222105	1801	91028	SH	SOLE	01
APRIA HEALTHCARE GROUP INC	NOTE 3.375% 9/0	037933AB4	8397	7957000	PRN	SOLE	01
APTARGROUP INC	COM	038336103	236	6300	SH	SOLE	01
AQUA AMERICA INC	COM	03836W103	247	10938	SH	SOLE	01
AQUANTIVE INC	COM	03839G105	3956	62000	SH	SOLE	02
ARBOR RLTY TR INC	COM	038923108	208	7483	SH	SOLE	01
ARCELOR MITTAL	NY REG SH CL A	03937E101	31250	486181	SH	SOLE	01
ARCHER DANIELS MIDLAND CO	COM	039483102	313	9500	SH	SOLE	01
ARMOR HOLDINGS INC	COM	042260109	869	10000	SH	SOLE	02
ASHLAND INC NEW	COM	044209104	435	6777	SH	SOLE	01
ASSISTED LIVING CONCPT NEV N	CL A	04544X102	368	34600	SH	SOLE	01 0
AT&T INC	COM	00206R102	4974	123029	SH	SOLE	01
ATHEROS COMMUNICATIONS INC	COM	04743P108	1313	42768	SH	SOLE	01 0
ATEL CORP	COM	049513104	2839	510400	SH	SOLE	01 0
AU OPTRONICS CORP	SPONSORED ADR	002255107	5608	324900	SH	SOLE	01
AUDICODES LTD	NOTE 2.000%11/0	050732AB2	73	82000	PRN	SOLE	01
AVON PRODS INC	COM	054303102	567	15400	SH	SOLE	01
BAIDU COM INC	SPON ADR REP A	056752108	1847	11111	SH	SOLE	01
BAKER HUGHES INC	COM	057224107	495	5850	SH	SOLE	01
BALL CORP	COM	058498106	563	10600	SH	SOLE	01
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	188537	7542798	SH	SOLE	01
BANK NEW YORK INC	COM	064057102	229	5502	SH	SOLE	01
BARR PHARMACEUTICALS INC	COM	068306109	606	11908	SH	SOLE	01
BAUER EDDIE HLDGS INC	COM	071625107	210	15671	SH	SOLE	01
BB&T CORP	COM	054937107	430	10510	SH	SOLE	01
BCE INC	COM NEW	05534B760	569	15400	SH	SOLE	01
BEA SYS INC	COM	073325102	440	32200	SH	SOLE	01
BEA SYS INC	COM	073325102	4792	350000	SH	CALL SOLE	02
BEAR STEARNS COS INC	COM	073902108	12738	88349	SH	SOLE	01
BEAZER HOMES USA INC	COM	07556Q105	419	17000	SH	SOLE	01
BEBE STORES INC	COM	075571109	7633	476786	SH	SOLE	02
BECKMAN COULTER INC	COM	075811109	227	3500	SH	SOLE	01
BEST BUY INC	SDCV 2.250% 1/1	086516AF8	6906	6407000	PRN	SOLE	01
BEST BUY INC	COM	086516101	3312	71600	SH	SOLE	01 0
BIG LOTS INC	COM	089302103	583	19628	SH	SOLE	01
BIOGEN IDEC INC	COM	09062X103	1304	24304	SH	SOLE	01
BIOMET INC	COM	090613100	3098	67800	SH	SOLE	01 0
BIOVAIL CORP	COM	09067J109	709	28138	SH	SOLE	01
BJ SVCS CO	COM	055482103	223	7520	SH	SOLE	01
BLACK & DECKER CORP	COM	091797100	273	3077	SH	SOLE	01
BLACKROCK INC	COM	09247X101	579	3700	SH	SOLE	01 0
BLUE COAT SYSTEMS INC	COM NEW	09534T508	1408	28431	SH	SOLE	01 0
BOEING CO	COM	097023105	239	2500	SH	SOLE	01
BOSTON SCIENTIFIC CORP	COM	101137107	3200	203864	SH	SOLE	01
BP PLC	SPONSORED ADR	055622104	722	10000	SH	SOLE	01
BRE PROPERTIES INC	CL A	05564E106	331	5678	SH	SOLE	01
BRINKER INTL INC	COM	109641100	17837	565778	SH	SOLE	01
BRISTOL MYERS SQUIBB CO	COM	110122108	631	19894	SH	SOLE	01
BROADCOM CORP	CL A	111320107	919	31046	SH	SOLE	01
BRUNSWICK CORP	COM	117043109	517	15763	SH	SOLE	01
BUILDING MATLS HLDG CORP	COM	120113105	5283	350000	SH	SOLE	01
BURLINGTON NORTHN SANTA FE C	COM	12189T104	376	4420	SH	SOLE	01
BUSINESS OBJECTS S A	SPONSORED ADR	12328X107	6060	149614	SH	SOLE	01 0

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CABOT OIL & GAS CORP	COM	127097103	206	5600	SH	SOLE	01
CADENCE DESIGN SYSTEM INC	COM	127387108	817	33800	SH	SOLE	01
CAESARS ENTMT INC	FRNT 4/1	127687AB7	6733	5000000	PRN	SOLE	01
CAI INTERNATIONAL INC	COM	12477X106	163	12600	SH	SOLE	01
CAMERON INTERNATIONAL CORP	COM	13342B105	306	4300	SH	SOLE	01
CAMERON INTERNATIONAL CORP	NOTE 2.500% 6/1	13342BAB1	23	19000	PRN	SOLE	01
CAPITAL ONE FINL CORP	COM	14040H105	299	3800	SH	SOLE	01
CAPITAL SR LIVING CORP	COM	140475104	378	39400	SH	SOLE	01
CARMAX INC	COM	143130102	236	9181	SH	SOLE	01
CARNIVAL CORP	PAIRED CTF	143658300	1167	48097	SH	SOLE	01
CASCADE CORP	COM	147195101	214	2600	SH	SOLE	01
CATERPILLAR INC DEL	COM	149123101	731	9324	SH	SOLE	01
CB RICHARD ELLIS GROUP INC	CL A	12497T101	517	14103	SH	SOLE	01
CDC CORP	SHS A	G2022L106	757	90000	SH	SOLE	02
CELGENE CORP	COM	151020104	594	10270	SH	SOLE	01
CENTERPOINT ENERGY INC	NOTE 3.750% 5/1	15189TAM9	16068	9511000	PRN	SOLE	01
CENTERPOINT ENERGY INC	COM	15189T107	544	31394	SH	SOLE	01
CENTURYTEL INC	COM	156700106	372	7579	SH	SOLE	01
CEPHALON INC	COM	156708109	359	4551	SH	SOLE	01
CEPHALON INC	NOTE 2.000% 6/0	156708AP4	28331	15000000	PRN	SOLE	01
CF INDS HLDGS INC	COM	125269100	265	4800	SH	SOLE	01
CGG VERITAS	SPONSORED ADR	204386106	17825	400000	SH	SOLE	01
CHARLOTTE RUSSE HLDG INC	COM	161048103	1438	52911	SH	SOLE	01
CHARTER COMMUNICATIONS INC D	NOTE 5.875%11/1	16117MAE7	8891	5120000	PRN	SOLE	01
CHEMED CORP NEW	COM	16359R103	716	10789	SH	SOLE	01
CHESAPEAKE ENERGY CORP	NOTE 2.500% 5/1	165167BZ9	507	500000	PRN	SOLE	01
CHESAPEAKE ENERGY CORP	COM	165167107	1143	32700	SH	SOLE	01
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	4370	8060	SH	SOLE	01
CHILDRENS PL RETAIL STORES I	COM	168905107	13179	255207	SH	SOLE	02
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	300	3800	SH	SOLE	01
CHRISTOPHER & BANKS CORP	COM	171046105	8500	495600	SH	SOLE	02
CIENA CORP	NOTE 3.750% 2/0	171779AA9	937	949000	PRN	SOLE	01
CIENA CORP	COM NEW	171779309	1474	43200	SH	SOLE	01
CIGNA CORP	COM	125509109	833	15906	SH	SOLE	01
CINCINNATI FINL CORP	COM	172062101	292	6687	SH	SOLE	01
CIRCUIT CITY STORE INC	COM	172737108	238	15345	SH	SOLE	01
CIT GROUP INC	COM	125581108	772	14011	SH	SOLE	01
CITIGROUP INC	COM	172967101	18204	341870	SH	SOLE	01
CITIZENS COMMUNICATIONS CO	COM	17453B101	504	33100	SH	SOLE	01
CLAUDE RES INC	COM	182873109	54	40000	SH	SOLE	01
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	303	8100	SH	SOLE	01
CMS ENERGY CORP	COM	125896100	462	27096	SH	SOLE	01
COACH INC	COM	189754104	667	14070	SH	SOLE	01
COCA COLA CO	COM	191216100	335	6400	SH	SOLE	01
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	368	4870	SH	SOLE	01
COGNOS INC	COM	19244C109	1985	50000	SH	SOLE	02
COLGATE PALMOLIVE CO	COM	194162103	1423	21900	SH	SOLE	01
COLONIAL BANCGROUP INC	COM	195493309	236	9500	SH	SOLE	01
COMERICA INC	COM	200340107	215	3600	SH	SOLE	01
COMMERCE BANCORP INC NJ	COM	200519106	217	5917	SH	SOLE	01
COMMERCE GROUP INC MASS	COM	200641108	232	6800	SH	SOLE	01
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	5660	124734	SH	SOLE	01
COMTECH GROUP INC	COM NEW	205821200	200	11600	SH	SOLE	01
CONAGRA FOODS INC	COM	205887102	811	30105	SH	SOLE	01
CONEXANT SYSTEMS INC	NOTE 4.000% 3/0	207142AH3	613	700000	PRN	SOLE	01
CONEXANT SYSTEMS INC	COM	207142100	4140	3000000	SH	SOLE	02
CONOCOPHILLIPS	COM	20825C104	27364	350000	SH	SOLE	01
CONSOL ENERGY INC	COM	20854P109	1379	29702	SH	SOLE	01
CONSOLIDATED EDISON INC	COM	209115104	1336	29400	SH	SOLE	01
CONSTELLATION BRANDS INC	CL A	21036P108	570	23372	SH	SOLE	01
CONSTELLATION ENERGY GROUP I	COM	210371100	1598	18500	SH	SOLE	01
CONVERGYS CORP	COM	212485106	303	12500	SH	SOLE	01

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CORNELL COMPANIES INC	COM	219141108	491	20000	SH	SOLE	02
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	305	4758	SH	SOLE	01
COVANTA HLDG CORP	COM	22282E102	3942	157700	SH	SOLE	01
COVENTRY HEALTH CARE INC	COM	222862104	1106	19047	SH	SOLE	01
CRAY INC	NOTE 3.000%12/0	225223AB2	4958	5375000	PRN	SOLE	01
CRESUD S A C I F Y A	SPONSORED ADR	226406106	41689	1843000	SH	SOLE	01
CSX CORP	DBCV 10/3	126408GA5	666	419000	PRN	SOLE	01
CUBIST PHARMACEUTICALS INC	NOTE 2.250% 6/1	229678AC1	9602	9725000	PRN	SOLE	01
CUMMINS INC	COM	231021106	293	2900	SH	SOLE	01
CURRENCYSHS JAPANESE YEN TR	JAPANESE YEN	23130A102	733	9000	SH	SOLE	01
CVS CAREMARK CORPORATION	COM	126650100	687	18844	SH	SOLE	01
CYPRESS SEMICONDUCTOR CORP	COM	232806109	4947	226902	SH	SOLE	01
DAVITA INC	COM	23918K108	431	8000	SH	SOLE	02
DEERE & CO	COM	244199105	800	6651	SH	SOLE	01
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	381	7130	SH	SOLE	01
DEVON ENERGY CORP NEW	DEB 4.900% 8/1	25179MAA1	4390	2818000	PRN	SOLE	01
DEVON ENERGY CORP NEW	DEB 4.950% 8/1	25179MAB9	109	70000	PRN	SOLE	01
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	565	5750	SH	SOLE	01
DICKS SPORTING GOODS INC	NOTE 1.606% 2/1	253393AB8	935	945000	PRN	SOLE	01
DIGENE CORP	COM	253752109	1604	26740	SH	SOLE	01 0
DIGITAL RIV INC	COM	25388B104	913	20173	SH	SOLE	01 0
DILLARDS INC	CL A	254067101	2486	69300	SH	SOLE	01
DIRECTV GROUP INC	COM	25459L106	232	9900	SH	SOLE	01
DISNEY WALT CO	NOTE 2.125% 4/1	254687AU0	211	175000	PRN	SOLE	01
DOLLAR GEN CORP	COM	256669102	261	12100	SH	SOLE	01
DOMINION RES INC VA NEW	COM	25746U109	6207	73363	SH	SOLE	01
DOMINION RES INC VA NEW	NOTE 2.125%12/1	25746UAT6	39	32000	PRN	SOLE	01
DOMTAR CORP	COM	257559104	817	75000	SH	SOLE	01
DOW CHEM CO	COM	260543103	395	8869	SH	SOLE	01
DOWNEY FINL CORP	COM	261018105	1599	23060	SH	SOLE	01
DRESS BARN INC	COM	261570105	9256	450708	SH	SOLE	01 0
DREW INDS INC	COM NEW	26168L205	209	6200	SH	SOLE	01
DST SYS INC DEL	COM	233326107	201	2456	SH	SOLE	01
DTE ENERGY CO	COM	233331107	1768	36500	SH	SOLE	01
DU PONT E I DE NEMOURS & CO	COM	263534109	386	7595	SH	SOLE	01
DUKE ENERGY CORP NEW	COM	26441C105	486	26545	SH	SOLE	01
DUNE ENERGY INC	COM NEW	265338202	799	373500	SH	SOLE	01
E M C CORP MASS	COM	268648102	1476	86600	SH	SOLE	01
E TRADE FINANCIAL CORP	COM	269246104	253	11215	SH	SOLE	01
EASTMAN CHEM CO	COM	277432100	129312	2020247	SH	SOLE	01
EASTMAN KODAK CO	NOTE 3.375%10/1	277461BE8	1770	1648000	PRN	SOLE	01
EASTMAN KODAK CO	COM	277461109	1573	55850	SH	SOLE	01
EATON CORP	COM	278058102	231	2492	SH	SOLE	01
EBAY INC	COM	278642103	429	13430	SH	SOLE	01
ECOLAB INC	COM	278865100	929	21629	SH	SOLE	01
EDISON INTL	COM	281020107	225	4100	SH	SOLE	01
EDWARDS LIFESCIENCES CORP	DBCV 3.875% 5/1	28176EAB4	5591	5300000	PRN	SOLE	01
EL PASO CORP	COM	28336L109	426	25000	SH	SOLE	01
ELECTRONIC ARTS INC	COM	285512109	1183	25000	SH	CALL SOLE	02
ELECTRONIC ARTS INC	COM	285512109	603	12705	SH	SOLE	01
ELECTRONIC DATA SYS NEW	COM	285661104	4010	139200	SH	SOLE	01
ELECTRONICS FOR IMAGING INC	DBCV 1.500% 6/0	286082AA0	659	567000	PRN	SOLE	01
EMBARQ CORP	COM	29078E105	698	11000	SH	SOLE	01
EMCOR GROUP INC	COM	29084Q100	246	3400	SH	SOLE	01
EMERSON ELEC CO	COM	291011104	1048	22163	SH	SOLE	01
EMPIRE RESORTS INC	NOTE 5.500% 7/3	292052AB3	151	150000	PRN	SOLE	01
ENCORE CAP GROUP INC	NOTE 3.375% 9/1	292554AB8	273	300000	PRN	SOLE	01
ENCYSIVE PHARMACEUTICALS INC	COM	29256X107	281	85200	SH	SOLE	01
ENDEAVOUR INTL CORP	COM	29259G101	8936	5561402	SH	SOLE	01
ENERGIZER HLDGS INC	COM	29266R108	273	2749	SH	SOLE	01
ENERGY CONVERSION DEVICES IN	COM	292659109	3082	100000	SH	SOLE	02
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	251	6100	SH	SOLE	01

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ENERSYS	COM	29275Y102	472	25800	SH	SOLE	01
ENSCO INTL INC	COM	26874Q100	881	14350	SH	SOLE	01
ENERGY CORP NEW	COM	29364G103	627	5862	SH	SOLE	01
ENTERPRISE PRODS PARTNERS L	COM	293792107	437	14050	SH	SOLE	01
ENZON PHARMACEUTICALS INC	NOTE 4.000% 6/0	293904AE8	2716	2500000	PRN	SOLE	01
EPICOR SOFTWARE CORP	NOTE 2.375% 5/1	29426LAA6	515	499000	PRN	SOLE	01
EQUITY INNS INC	COM	294703103	217	9612	SH	SOLE	01
EQUITY ONE	COM	294752100	283	9800	SH	SOLE	01
EQUITY RESIDENTIAL	SH BEN INT	29476L107	237	5200	SH	SOLE	01
ESPEED INC	CL A	296643109	414	47926	SH	SOLE	02
EVEREST RE GROUP LTD	COM	G3223R108	550	5100	SH	SOLE	01
EXPEDITORS INTL WASH INC	COM	302130109	215	5131	SH	SOLE	01
EXPRESS SCRIPTS INC	COM	302182100	573	11357	SH	SOLE	01
EXTREME NETWORKS INC	COM	30226D106	44	10800	SH	SOLE	01
EXXON MOBIL CORP	COM	30231G102	219	2600	SH	SOLE	01
FAIRFAX FINL HLDGS LTD	DBCV 5.000% 7/1	303901AL6	3216	3000000	PRN	SOLE	01
FEDERAL HOME LN MTG CORP	COM	313400301	680	11200	SH	SOLE	01
FEDERAL NATL MTG ASSN	COM	313586109	798	12100	SH	SOLE	01
FEDERATED INVS INC PA	CL B	314211103	1568	40050	SH	SOLE	01
FEI CO	NOTE 6/1	30241LAD1	5766	4132000	PRN	SOLE	01
FIBERTOWER CORP	NOTE 9.000%11/1	31567RAC4	3989	3660000	PRN	SOLE	01
FIBERTOWER CORP	COM	31567R100	474	108791	SH	SOLE	01
FIDELITY NATL INFORMATION SV	COM	31620M106	521	9599	SH	SOLE	01
FIFTH THIRD BANCORP	COM	316773100	554	13710	SH	SOLE	01
FINISH LINE INC	CL A	317923100	553	60631	SH	SOLE	01
FIRST REP BK SAN FRANCISCO	COM	336158100	2168	40400	SH	SOLE	02
FIRSTENERGY CORP	COM	337932107	719	11102	SH	SOLE	01
FIRSTFED FINL CORP	COM	337907109	1914	32700	SH	SOLE	01
FMC TECHNOLOGIES INC	COM	30249U101	229	2900	SH	SOLE	01
FORD MTR CO DEL	NOTE 4.250%12/1	345370CF5	10408	9000000	PRN	SOLE	01
FOREST LABS INC	COM	345838106	777	17016	SH	SOLE	01
FOREST OIL CORP	COM PAR \$0.01	346091705	249	5900	SH	SOLE	01
FORMFACTOR INC	COM	346375108	1072	28000	SH	SOLE	02
FPL GROUP INC	COM	302571104	5183	90543	SH	SOLE	01
FRANKLIN RES INC	COM	354613101	878	6620	SH	SOLE	01
FREEDOM ACQUISITION HLDGS IN	*W EXP 12/28/201	35645F111	33	10000	SH	SOLE	01
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	5755	51300	SH	SOLE	01
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	652	7860	SH	SOLE	01
FRONTIER OIL CORP	COM	35914P105	200	4500	SH	SOLE	01
FRONTLINE LTD	SHS	G3682E127	100340	1263276	SH	SOLE	01
GAP INC DEL	COM	364760108	191	10000	SH	CALL SOLE	02
GATEWAY INC	NOTE 1.500%12/3	367626AB4	874	1000000	PRN	SOLE	01
GATEWAY INC	NOTE 2.000%12/3	367626AD0	12693	15464000	PRN	SOLE	01
GENENTECH INC	COM NEW	368710406	3901	51936	SH	SOLE	01
GENERAL DYNAMICS CORP	COM	369550108	1489	18953	SH	SOLE	01
GENERAL ELECTRIC CO	COM	369604103	22200	587300	SH	SOLE	01
GENERAL MLS INC	COM	370334104	2041	34700	SH	SOLE	01
GENERAL MTRS CORP	COM	370442105	12644	382200	SH	SOLE	01
GENESCO INC	COM	371532102	207	3868	SH	SOLE	01
GENESIS HEALTHCARE CORP	SDCV 2.500% 3/1	37184DAE1	2051	1500000	PRN	SOLE	01
GENWORTH FINL INC	COM CL A	37247D106	850	24616	SH	SOLE	01
GENZYME CORP	NOTE 1.250%12/0	372917AN4	47	44000	PRN	SOLE	01
GENZYME CORP	COM	372917104	6060	93729	SH	SOLE	01
GETTY IMAGES INC	SDCV 0.500% 6/0	374276AH6	5168	5000000	PRN	SOLE	01
GILEAD SCIENCES INC	COM	375558103	754	19257	SH	SOLE	01
GLOBAL SANTAFE CORP	SHS	G3930E101	348	4994	SH	SOLE	01
GOLAR LNG LTD BERMUDA	SHS	G9456A100	105	10324	SH	SOLE	01
GOLDCORP INC NEW	COM	380956409	1659	70300	SH	SOLE	01
GOLDMAN SACHS GROUP INC	COM	38141G104	11482	52831	SH	SOLE	01
GOODYEAR TIRE & RUBR CO	COM	382550101	4199	119500	SH	SOLE	01
GOOGLE INC	CL A	38259P508	1443	2760	SH	SOLE	01
GRANT PRIDECO INC	COM	38821G101	4205	79150	SH	SOLE	01

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GUITAR CTR MGMT INC	COM	402040109	319	5409	SH	SOLE	01
GYMBOREE CORP	COM	403777105	387	9295	SH	SOLE	01
HALLIBURTON CO	COM	406216101	605	17000	SH	SOLE	01
HARLEY DAVIDSON INC	COM	412822108	1739	28492	SH	SOLE	01
HARRAHS ENTMT INC	COM	413619107	6365	74600	SH	SOLE	01
HARTFORD FINL SVCS GROUP INC	COM	416515104	659	6675	SH	SOLE	01
HASBRO INC	COM	418056107	445	14136	SH	SOLE	01
HEADWATERS INC	NOTE 2.875% 6/0	42210PAB8	941	1000000	PRN	SOLE	01
HEALTH CARE PPTY INVS INC	COM	421915109	289	9542	SH	SOLE	01
HEALTH NET INC	COM	42222G108	2938	52950	SH	SOLE	01
HEELYS INC	COM	42279M107	601	23400	SH	SOLE	01
HEINZ H J CO	COM	423074103	764	16199	SH	SOLE	01
HERCULES INC	COM	427056106	661	34197	SH	SOLE	01
HERSHEY CO	COM	427866108	660	13000	SH	SOLE	01
HESS CORP	COM	42809H107	495	8600	SH	SOLE	01
HEWLETT PACKARD CO	NOTE 10/1	428236AC7	88	117000	PRN	SOLE	01
HEWLETT PACKARD CO	COM	428236103	1781	39519	SH	SOLE	01
HILLENBRAND INDS INC	COM	431573104	362	5500	SH	SOLE	01
HILTON HOTELS CORP	NOTE 3.375% 4/1	432848AZ2	11558	7167000	PRN	SOLE	01
HILTON HOTELS CORP	COM	432848109	1141	33590	SH	SOLE	01
HOME DEPOT INC	COM	437076102	853	21600	SH	SOLE	01
HORNBECK OFFSHORE SVCS INC N	COM	440543106	7147	179020	SH	SOLE	01
HOSPIRA INC	COM	441060100	686	17642	SH	SOLE	01
HOSPITALITY PPTYS TR	NOTE 3.800% 3/1	44106MAK8	2922	3000000	PRN	SOLE	01
HOT TOPIC INC	COM	441339108	326	30000	SH	PUT SOLE	02
HUMAN GENOME SCIENCES INC	NOTE 2.250%10/1	444903AK4	2241	2350000	PRN	SOLE	01
HUMANA INC	COM	444859102	882	14417	SH	SOLE	01
HUNTSMAN CORP	PFD MND CV 5%	447011206	1007	23400	SH	SOLE	01
HUNTSMAN CORP	COM	447011107	1790	84776	SH	SOLE	01
HUNTSMAN CORP	COM	447011107	2188	90000	SH	CALL SOLE	02
HUTCHINSON TECHNOLOGY INC	NOTE 2.250% 3/1	448407AE6	1104	1210000	PRN	SOLE	01
HYDROGENICS CORP	COM	448882100	25	20000	SH	SOLE	01
ILLINOIS TOOL WKS INC	COM	452308109	423	7781	SH	SOLE	01
INCYTE CORP	NOTE 3.500% 2/1	45337CAE2	1342	1500000	PRN	SOLE	01
INCYTE CORP	NOTE 3.500% 2/1	45337CAF9	3015	3250000	PRN	SOLE	01
INCYTE CORP	COM	45337C102	104	14700	SH	SOLE	01
INNOSPEC INC	COM	45768S105	298	4973	SH	SOLE	01
INTEGRYS ENERGY GROUP INC	COM	45822P105	512	10049	SH	SOLE	01
INTEL CORP	SDCV 2.950%12/1	458140AD2	802	863000	PRN	SOLE	01
INTEL CORP	COM	458140100	3678	158361	SH	SOLE	01
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1770	12119	SH	SOLE	01
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	668	12833	SH	SOLE	01
INTERNATIONAL GAME TECHNOLOG	COM	459902102	556	14000	SH	SOLE	01
INTERNATIONAL GAME TECHNOLOG	DBCV 2.600%12/1	459902AP7	1078	1109000	PRN	SOLE	01
INTERSIL CORP	CL A	46069S109	2641	80924	SH	SOLE	01
INVENTIV HEALTH INC	COM	46122E105	316	8498	SH	SOLE	01
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	390	9000	SH	SOLE	02
INVITROGEN CORP	NOTE 1.500% 2/1	46185RAK6	1057	1143000	PRN	SOLE	01
IPSCO INC	COM	462622101	1589	10000	SH	SOLE	02
ISHARES TR	MSCI EMERG MKT	464287234	1764	13400	SH	SOLE	01
ISHARES TR	RUSSELL 2000	464287655	4563	55000	SH	SOLE	01
ITC HLDGS CORP	COM	465685105	2085	50400	SH	SOLE	01
ITT CORP NEW	COM	450911102	1748	25800	SH	SOLE	01
JABIL CIRCUIT INC	COM	466313103	747	33600	SH	SOLE	01
JANUS CAP GROUP INC	COM	47102X105	552	19599	SH	SOLE	01
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	372	27583	SH	SOLE	01
JOHN HANCOCK BK &THRIFT OPP	SH BEN INT	409735107	871	96052	SH	SOLE	01
JP MORGAN CHASE & CO	COM	46625H100	379	7800	SH	SOLE	01
KB HOME	COM	48666K109	403	10215	SH	SOLE	01
KBR INC	COM	48242W106	452	17200	SH	SOLE	01
KEYCORP NEW	COM	493267108	252	7300	SH	SOLE	01
KING PHARMACEUTICALS INC	COM	495582108	201	9809	SH	SOLE	01

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KKR FINANCIAL HLDGS LLC	COM	48248A306	249	10000	SH	SOLE	02
KLA-TENCOR CORP	COM	482480100	455	8171	SH	SOLE	01
KOHL'S CORP	COM	500255104	9260	130400	SH	SOLE	01 0
KOMAG INC	COM NEW	500453204	282	8853	SH	SOLE	01
KRAFT FOODS INC	CL A	50075N104	632	17819	SH	SOLE	01
KROGER CO	COM	501044101	350	12392	SH	SOLE	01
KULICKE & SOFFA INDS INC	COM	501242101	215	20567	SH	SOLE	01 0
L-3 COMMUNICATIONS CORP	DEBT 3.000% 8/0	502413AW7	682	606000	PRN	SOLE	01
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2743	28542	SH	SOLE	01
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	394	5032	SH	SOLE	01
LABRANCHE & CO INC	COM	505447102	185	25000	SH	PUT SOLE	02
LABRANCHE & CO INC	COM	505447102	111	15000	SH	SOLE	02
LAS VEGAS SANDS CORP	COM	517834107	621	8100	SH	SOLE	01
LAUDER ESTEE COS INC	CL A	518439104	624	13711	SH	SOLE	01
LAUREATE EDUCATION INC	COM	518613104	314	5241	SH	SOLE	01
LEGG MASON INC	COM	524901105	823	8300	SH	SOLE	01
LEHMAN BROS HLDGS INC	COM	524908100	872	11535	SH	SOLE	01
LENNAR CORP	CL A	526057104	765	20700	SH	SOLE	01
LEUCADIA NATL CORP	NOTE 3.750% 4/1	527288AX2	45593	27291000	PRN	SOLE	01
LEUCADIA NATL CORP	COM	527288104	8960	250000	SH	SOLE	01
LEVEL 3 COMMUNICATIONS INC	NOTE 3.500% 6/1	52729NBK5	4140	3250000	PRN	SOLE	01
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	1638	283565	SH	SOLE	01
LEXMARK INTL NEW	CL A	529771107	764	15400	SH	SOLE	01
LIBERTY MEDIA CORP NEW	DEB 0.750% 3/3	530718AF2	54	44000	PRN	SOLE	01
LIGAND PHARMACEUTICALS INC	CL B	53220K207	2313	350000	SH	SOLE	01
LILLY ELI & CO	COM	532457108	263	4700	SH	SOLE	01
LIMITED BRANDS INC	COM	532716107	655	23807	SH	SOLE	01
LINCARE HLDGS INC	COM	532791100	4715	118200	SH	SOLE	01 0
LINCOLN NATL CORP IND	COM	534187109	476	6696	SH	SOLE	01
LOCKHEED MARTIN CORP	DBCV 8/1	539830AP4	13682	9782000	PRN	SOLE	01
LOCKHEED MARTIN CORP	COM	539830109	1296	13759	SH	SOLE	01
LOEWS CORP	CAROLNA GP STK	540424207	201	2600	SH	SOLE	01
LOEWS CORP	COM	540424108	683	13400	SH	SOLE	01
LOGITECH INTL S A	SHS	H50430232	594	380612	SH	SOLE	01
LOWES COS INC	COM	548661107	299	9652	SH	SOLE	01
MACYS INC	COM	55616P104	14873	373950	SH	SOLE	01 0
MACYS INC	COM	55616P104	2685	67500	SH	CALL SOLE	02
MANNKIND CORP	NOTE 3.750%12/1	56400PAA0	1940	2150000	PRN	SOLE	01
MANOR CARE INC NEW	NOTE 2.125% 8/0	564055AM3	26826	17552000	PRN	SOLE	01
MANOR CARE INC NEW	COM	564055101	243	3747	SH	SOLE	01
MARATHON OIL CORP	COM	565849106	2513	41967	SH	SOLE	01
MARRIOTT INTL INC NEW	CL A	571903202	1627	36687	SH	SOLE	01
MARSHALL & ILSLEY CORP	COM	571834100	513	10708	SH	SOLE	01
MARTIN MARIETTA MATLS INC	COM	573284106	31114	198189	SH	SOLE	01
MARVEL ENTERTAINMENT INC	COM	57383T103	228	8400	SH	SOLE	01
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	2548	100000	SH	CALL SOLE	02
MASCO CORP	COM	574599106	216	7674	SH	SOLE	01
MASTERCARD INC	CL A	57636Q104	214	1300	SH	SOLE	01
MATTEL INC	COM	577081102	400	15822	SH	SOLE	01
MAXTOR CORP	NOTE 6.800% 4/3	577729AC0	23	22000	PRN	SOLE	01
MBIA INC	COM	55262C100	1150	18116	SH	SOLE	01
MCCORMICK & CO INC	COM NON VTG	579780206	1910	50100	SH	SOLE	01
MCDONALDS CORP	COM	580135101	13059	257542	SH	SOLE	01
MCMORAN EXPLORATION CO	NOTE 6.000% 7/0	582411AB0	133	115000	PRN	SOLE	01
MEADWESTVACO CORP	COM	583334107	442	12500	SH	SOLE	02
MEDAREX INC	COM	583916101	3298	212106	SH	SOLE	01
MEDIMMUNE INC	COM	584699102	536	9256	SH	SOLE	01
MEDTRONIC INC	COM	585055106	641	12400	SH	SOLE	01
MEDTRONIC INC	NOTE 1.625% 4/1	585055AM8	5406	5095000	PRN	SOLE	01
MELLANOX TECHNOLOGIES LTD	SHS	M51363113	606	29250	SH	SOLE	02
MEMC ELECTR MATLS INC	COM	552715104	238	3900	SH	SOLE	01
MENTOR CORP MINN	COM	587188103	210	5000	SH	SOLE	01



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MENTOR GRAPHICS CORP	FRNT 8/0	587200AD8	2687	2623000	PRN	SOLE	01
MERCK & CO INC	COM	589331107	19989	382352	SH	SOLE	01
MERRILL LYNCH & CO INC	NOTE 3/1	590188W46	659	500000	PRN	SOLE	01
MERRILL LYNCH & CO INC	COM	590188108	1395	16500	SH	SOLE	01
MERUELO MADDUX PROPERTIES IN	COM	590473104	204	25000	SH	SOLE	02
METLIFE INC	COM	59156R108	296	4600	SH	SOLE	01
METTLER TOLEDO INTERNATIONAL	COM	592688105	216	2200	SH	SOLE	01
MGIC INVT CORP WIS	COM	552848103	8825	145200	SH	SOLE	01
MICRON TECHNOLOGY INC	COM	595112103	1132	92213	SH	SOLE	01
MICROSOFT CORP	COM	594918104	2899	98113	SH	SOLE	01
MILLENNIUM PHARMACEUTICALS I	COM	599902103	469	45863	SH	SOLE	01
MILLER INDS INC TENN	COM NEW	600551204	793	31600	SH	SOLE	02
MILLIPORE CORP	COM	601073109	277	3700	SH	SOLE	01
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	607	20000	SH	SOLE	01
MINDSPEED TECHNOLOGIES INC	COM	602682106	1326	600000	SH	SOLE	02
MIRANT CORP NEW	COM	60467R100	25338	640700	SH	SOLE	01
MIRANT CORP NEW	*W EXP 01/03/201	60467R126	267	9415	SH	SOLE	01
MOLSON COORS BREWING CO	CL B	60871R209	809	9026	SH	SOLE	01
MONSANTO CO NEW	COM	61166W101	384	5724	SH	SOLE	01
MONSTER WORLDWIDE INC	COM	611742107	626	15071	SH	SOLE	01
MONSTER WORLDWIDE INC	COM	611742107	2055	50000	SH	CALL SOLE	02
MOODYS CORP	COM	615369105	200	3200	SH	SOLE	01
MORGAN STANLEY	COM NEW	617446448	1263	14880	SH	SOLE	01
MOTOROLA INC	COM	620076109	3540	200000	SH	PUT SOLE	02
MOTOROLA INC	COM	620076109	805	44910	SH	SOLE	01
MOVE INC COM	COM	62458M108	208	48266	SH	SOLE	01
MSC INDL DIRECT INC	CL A	553530106	598	11178	SH	SOLE	01
MULTI FINELINE ELECTRONIX IN	COM	62541B101	572	33067	SH	SOLE	01
MYLAN LABS INC	COM	628530107	2922	153650	SH	SOLE	01
MYRIAD GENETICS INC	COM	62855J104	2507	66429	SH	SOLE	01
NABORS INDUSTRIES LTD	SHS	G6359F103	1447	42826	SH	SOLE	01
NALCO HOLDING COMPANY	COM	62985Q101	263	9222	SH	SOLE	01
NASDAQ STOCK MARKET INC	COM	631103108	1762	58012	SH	SOLE	01 0
NATIONAL AUSTRALIA BK LTD	SPONSORED ADR	632525408	6728	4211	SH	SOLE	01
NATIONAL CITY CORP	COM	635405103	886	26340	SH	SOLE	01
NATIONAL HEALTHCARE CORP	COM	635906100	594	11500	SH	SOLE	01 0
NATIONAL OILWELL VARCO INC	COM	637071101	340	3381	SH	SOLE	01
NATIONAL SEMICONDUCTOR CORP	COM	637640103	350	12300	SH	SOLE	01
NAVIOS MARITIME HOLDINGS INC	*W EXP 12/09/200	Y62196111	431	74400	SH	SOLE	01
NAVTEQ CORP	COM	63936L100	224	5300	SH	SOLE	01
NCI BUILDING SYS INC	NOTE 2.125%11/1	628852AG0	9068	6500000	PRN	SOLE	01
NEKTAR THERAPEUTICS	NOTE 3.250% 9/2	640268AH1	1379	1500000	PRN	SOLE	01
NETLOGIC MICROSYSTEMS INC	COM	64118B100	210	6589	SH	SOLE	01
NETWORK APPLIANCE INC	COM	64120L104	3542	121185	SH	SOLE	01 0
NEW JERSEY RES	COM	646025106	273	5100	SH	SOLE	01
NEW YORK & CO INC	COM	649295102	11472	1046700	SH	SOLE	02
NEW YORK TIMES CO	CL A	650111107	942	36900	SH	SOLE	01
NEWALLIANCE BANCSHARES INC	COM	650203102	221	15000	SH	SOLE	02
NEWELL RUBBERMAID INC	COM	651229106	202	6876	SH	SOLE	01
NEWMONT MINING CORP	COM	651639106	3772	96200	SH	SOLE	01
NEWS CORP	CL A	65248E104	746	34816	SH	SOLE	01
NEXCEN BRANDS INC	COM	653351106	4236	331428	SH	SOLE	01
NICOR INC	COM	654086107	828	19004	SH	SOLE	01
NIKE INC	CL B	654106103	1424	24400	SH	SOLE	01
NISOURCE INC	COM	65473P105	243	11718	SH	SOLE	01
NOBLE CORPORATION	SHS	G65422100	685	7150	SH	SOLE	01
NOKIA CORP	SPONSORED ADR	654902204	719	25600	SH	SOLE	01
NORDSTROM INC	COM	655664100	1177	23117	SH	SOLE	01 0
NORFOLK SOUTHERN CORP	COM	655844108	6450	119282	SH	SOLE	01
NORTHERN TR CORP	COM	665859104	468	7241	SH	SOLE	01
NORTHFIELD LABS INC	COM	666135108	58	37500	SH	SOLE	01
NORTHROP GRUMMAN CORP	COM	666807102	209	2689	SH	SOLE	01

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NORTHWESTERN CORP	COM NEW	668074305	636	20000	SH	SOLE	02
NOVAMED INC DEL	COM	66986W108	110	18160	SH	SOLE	02
NOVELL INC	COM	670006105	2169	271314	SH	SOLE	01
NOVELLUS SYS INC	COM	670008101	947	32722	SH	SOLE	01
NRG ENERGY INC	PFD CONV MAND	629377870	2325	6175	SH	SOLE	01
NUCOR CORP	COM	670346105	565	9500	SH	SOLE	01
NVIDIA CORP	COM	67066G104	1046	25316	SH	SOLE	01
NYMEX HOLDINGS INC	COM	62948N104	6709	50593	SH	SOLE	01
NYSE EURONEXT	COM	629491101	1263	16059	SH	SOLE	01
O2MICRO INTERNATIONAL LTD	SPONS ADR	67107W100	775	70000	SH	SOLE	02
OCWEN FINL CORP	NOTE 3.250% 8/0	675746AD3	4711	3680000	PRN	SOLE	01
OFFICE DEPOT INC	COM	676220106	852	26907	SH	SOLE	01
OFFICEMAX INC DEL	COM	67622P101	1590	40000	SH	SOLE	01
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	4859	27477	SH	SOLE	01
OMNICARE CAP TR II	PFD B TR 4.00%	68214Q200	8493	161450	SH	SOLE	01
OMNICARE INC	DBCX 3.250%12/1	681904AL2	11700	13534000	PRN	SOLE	01
OMNICARE INC	COM	681904108	421	11900	SH	SOLE	01
OMNICOM GROUP INC	COM	681919106	868	16361	SH	SOLE	01
ON SEMICONDUCTOR CORP	COM	682189105	1601	148500	SH	SOLE	01
ORACLE CORP	COM	68389X105	824	42026	SH	SOLE	01
OSI PHARMACEUTICALS INC	NOTE 2.000%12/1	671040AF0	5304	3750000	PRN	SOLE	01
PACCAR INC	COM	693718108	537	6144	SH	SOLE	01
PACKETEER INC	COM	695210104	390	50000	SH	CALL SOLE	02
PACTIV CORP	COM	695257105	4002	120519	SH	SOLE	01
PALM INC NEW	COM	696643105	629	40000	SH	SOLE	01
PANTRY INC	NOTE 3.000%11/1	698657AL7	3658	3230000	PRN	SOLE	01
PARKER HANNIFIN CORP	COM	701094104	411	4200	SH	SOLE	01
PATTERSON COMPANIES INC	COM	703395103	203	5415	SH	SOLE	01
PENNEY J C INC	COM	708160106	840	11600	SH	SOLE	01
PEOPLES UNITED FINANCIAL INC	COM	712704105	486	27300	SH	SOLE	01
PEPSI BOTTLING GROUP INC	COM	713409100	675	20000	SH	SOLE	01
PEPSICO INC	COM	713448108	643	9900	SH	SOLE	01
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V101	316	3300	SH	SOLE	01
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	314	2900	SH	SOLE	01
PG&E CORP	COM	69331C108	1665	36738	SH	SOLE	01
PHARMACEUTICAL RES INC	NOTE 2.875% 9/3	717125AC2	455	500000	PRN	SOLE	01
PIEDMONT NAT GAS INC	COM	720186105	279	10800	SH	SOLE	01
PINNACLE WEST CAP CORP	COM	723484101	2226	54432	SH	SOLE	01
PIONEER COS INC	NOTE 2.750% 3/0	723643AA0	5997	5000000	PRN	SOLE	01
PMC-SIERRA INC	COM	69344F106	532	69042	SH	SOLE	01
POPULAR INC	COM	733174106	178	10598	SH	SOLE	01
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	4760	100000	SH	PUT SOLE	02
POZEN INC	COM	73941U102	256	15884	SH	SOLE	01
PPG INDS INC	COM	693506107	449	6000	SH	SOLE	01
PPL ENERGY SUPPLY LLC	NOTE 2.625% 5/1	69352JAE7	20	12000	PRN	SOLE	01
PRAXAIR INC	COM	74005P104	315	4350	SH	SOLE	01
PRICE T ROWE GROUP INC	COM	74144T108	656	12666	SH	SOLE	01
PRIDE INTL INC DEL	COM	74153Q102	720	19400	SH	SOLE	01
PRINCETON REVIEW INC	COM	742352107	6514	1058450	SH	SOLE	01
PROCTER & GAMBLE CO	COM	742718109	306	4990	SH	SOLE	01
PROGRESS ENERGY INC	COM	743263105	1260	27337	SH	SOLE	01
PROGRESSIVE CORP OHIO	COM	743315103	359	15000	SH	SOLE	02
PROLOGIS	SH BEN INT	743410102	809	13943	SH	SOLE	01
PROTECTIVE LIFE CORP	COM	743674103	808	16570	SH	SOLE	01
PRUDENTIAL FINL INC	COM	744320102	1658	17008	SH	SOLE	01
PUBLIC STORAGE	COM	74460D109	1041	13300	SH	SOLE	01
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	219	2500	SH	SOLE	01
PULTE HOMES INC	COM	745867101	341	15201	SH	SOLE	01
PXRE GROUP LTD	COM	G73018106	740	156116	SH	SOLE	01
QIAGEN N V	ORD	N72482107	285	250400	SH	SOLE	01
QIAGEN N V	ORD	N72482107	738	41500	SH	PUT SOLE	02
QIAGEN N V	ORD	N72482107	738	41500	SH	CALL SOLE	02

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QLOGIC CORP	COM	747277101	574	34443	SH	SOLE	01	0
QUALCOMM INC	COM	747525103	9437	221549	SH	SOLE	01	
QUANTA SVCS INC	SDCV 4.500%10/0	74762EAC6	130	50000	PRN	SOLE	01	
QUANTA SVCS INC	NOTE 3.750% 4/3	74762EAE2	485	328000	PRN	SOLE	01	
QUANTUM CORP	NOTE 4.375% 8/0	747906AE5	2279	2348000	PRN	SOLE	01	
QUEST DIAGNOSTICS INC	COM	74834L100	369	7097	SH	SOLE	01	
QUESTAR CORP	COM	748356102	429	8092	SH	SOLE	01	
QUICKSILVER RESOURCES INC	COM	74837R104	303	6795	SH	SOLE	01	
QUIKSILVER INC	COM	74838C106	141	10000	SH	CALL SOLE	02	
QUIKSILVER INC	COM	74838C106	21	1500	SH	SOLE	01	
QWEST COMMUNICATIONS INTL IN	COM	749121109	487	48172	SH	SOLE	01	
RADIOSHACK CORP	COM	750438103	363	10914	SH	SOLE	01	
RANGE RES CORP	COM	75281A109	247	6700	SH	SOLE	01	
RAYTHEON CO	COM NEW	755111507	400	7400	SH	SOLE	01	
RAYTHEON CO	*W EXP 06/16/201	755111119	200	10100	SH	SOLE	01	
REALNETWORKS INC	COM	75605L104	87	10300	SH	SOLE	01	
RECKSON OPER PARTNERSHIP L P	DEB 4.000% 6/1	75621LAJ3	48	42000	PRN	SOLE	01	
RED HAT INC	COM	756577102	1853	81500	SH	SOLE	01	
REDWOOD TR INC	COM	758075402	246	5074	SH	SOLE	01	
REGENCY CTRS CORP	COM	758849103	229	3060	SH	SOLE	01	
REGENERON PHARMACEUTICALS	COM	75886F107	1539	82392	SH	SOLE	01	
REGIONS FINANCIAL CORP NEW	COM	7591EP100	703	21106	SH	SOLE	01	
REUTERS GROUP PLC	SPONSORED ADR	76132M102	3243	43410	SH	SOLE	01	0
REYNOLDS AMERICAN INC	COM	761713106	1254	19300	SH	SOLE	01	
RF MICRODEVICES INC	COM	749941100	983	150562	SH	SOLE	01	
RITE AID CORP	COM	767754104	143	22300	SH	SOLE	01	
RIVERBED TECHNOLOGY INC	COM	768573107	395	9000	SH	SOLE	01	
ROBERT HALF INTL INC	COM	770323103	291	7962	SH	SOLE	01	
ROSTELECOM OPEN JT STK LNG D	SPONSORED ADR	778529107	338	5900	SH	SOLE	01	
RYDER SYS INC	COM	783549108	1154	21318	SH	SOLE	01	
RYERSON INC	COM	78375P107	75977	2003100	SH	SOLE	01	
SAFECO CORP	COM	786429100	522	8372	SH	SOLE	01	
SAFEWAY INC	COM NEW	786514208	1139	33506	SH	SOLE	01	
SAKS INC	NOTE 2.000% 3/1	79377WAL2	539	314000	PRN	SOLE	01	
SANDISK CORP	COM	80004C101	983	20100	SH	SOLE	01	0
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	432	8500	SH	SOLE	01	
SAPIENT CORP	COM	803062108	171	21700	SH	SOLE	01	
SARA LEE CORP	COM	803111103	2501	140814	SH	SOLE	01	
SAVVIS INC	NOTE 3.000% 5/1	805423AA8	180	175000	PRN	SOLE	01	
SCANA CORP NEW	COM	80589M102	207	5300	SH	SOLE	01	
SCHERING PLOUGH CORP	COM	806605101	371	12180	SH	SOLE	01	
SCHLUMBERGER LTD	DBCV 1.500% 6/0	806857AC2	1505	699000	PRN	SOLE	01	
SCHLUMBERGER LTD	DBCV 2.125% 6/0	806857AD0	22	11000	PRN	SOLE	01	
SCHLUMBERGER LTD	COM	806857108	1212	14500	SH	SOLE	01	
SCIENTIFIC GAMES CORP	SDCV 0.750%12/0	80874PAD1	2255	1673000	PRN	SOLE	01	
SCOTTISH RE GROUP LIMITED	SHS	G73537410	957	195700	SH	SOLE	02	
SEAGATE TECHNOLOGY	SHS	G7945J104	938	45192	SH	SOLE	01	
SEAGATE TECHNOLOGY	SHS	G7945J104	2137	98200	SH	CALL SOLE	02	
SEALED AIR CORP NEW	COM	81211K100	836	26900	SH	SOLE	01	
SEARS HLDGS CORP	COM	812350106	3281	18779	SH	SOLE	01	
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	8664	339700	SH	SOLE	01	
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	18371	264865	SH	SOLE	01	
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	2087	53600	SH	SOLE	01	
SEMICONDUCTOR HLDRS TR	DEP RCPT	816636203	1895	50000	SH	PUT SOLE	02	
SEMPRA ENERGY	COM	816851109	1299	21834	SH	SOLE	01	
SEPRACOR INC	COM	817315104	392	9574	SH	SOLE	01	
SEPRACOR INC	NOTE 10/1	817315AW4	969	1000000	PRN	SOLE	01	
SERVICE CORP INTL	COM	817565104	214	15930	SH	SOLE	01	
SHERWIN WILLIAMS CO	COM	824348106	651	9800	SH	SOLE	01	
SHIP FINANCE INTERNATIONAL L	SHS	G81075106	1240	40503	SH	SOLE	01	
SHIRE PLC	SPONSORED ADR	82481R106	25933	370184	SH	SOLE	01	
SHUFFLE MASTER INC	NOTE 1.250% 4/1	825549AB4	504	532000	PRN	SOLE	01	

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SI INTL INC	COM	78427V102	233	4037	SH	SOLE	01	0
SIEMENS A G	SPONSORED ADR	826197501	1429	10000	SH	SOLE	01	
SIERRA PAC RES NEW	COM	826428104	3746	212600	SH	SOLE	01	
SIMON PPTY GROUP INC NEW	COM	828806109	587	6116	SH	SOLE	01	
SINA CORP	ORD	G81477104	1444	36200	SH	SOLE	01	
SIRF TECHNOLOGY HLDGS INC	COM	82967H101	933	45000	SH	SOLE	02	
SIRIUS SATELLITE RADIO INC	COM	82966U103	302	100000	SH	CALL SOLE	02	
SKYWORKS SOLUTIONS INC	NOTE 4.750%11/1	83088MAB8	275	275000	PRN	SOLE	01	
SLM CORP	COM	78442P106	5147	90100	SH	SOLE	01	0
SLM CORP	DBC 7/2	78442PAC0	5106	5100000	PRN	SOLE	01	
SMITH INTL INC	COM	832110100	405	7000	SH	SOLE	01	
SMITH MICRO SOFTWARE INC	COM	832154108	198	15100	SH	SOLE	01	
SMUCKER J M CO	COM NEW	832696405	483	7913	SH	SOLE	01	
SNAP ON INC	COM	833034101	1041	20232	SH	SOLE	01	
SONOCO PRODS CO	COM	835495102	394	9095	SH	SOLE	01	
SONY CORP	ADR NEW	835699307	3047	60000	SH	SOLE	01	
SOTHEBYS	COM	835898107	1258	25968	SH	SOLE	01	
SOUTH JERSEY INDS INC	COM	838518108	201	5300	SH	SOLE	01	
SOUTHERN CO	COM	842587107	927	27100	SH	SOLE	01	
SOUTHERN COPPER CORP	COM	84265V105	299	3200	SH	SOLE	01	
SOUTHWEST AIRLS CO	COM	844741108	3574	240200	SH	SOLE	01	
SOUTHWESTERN ENERGY CO	COM	845467109	1068	23713	SH	SOLE	01	
SOVEREIGN BANCORP INC	COM	845905108	1044	48458	SH	SOLE	01	
SPANISH BROADCASTING SYS INC	CL A	846425882	143	31765	SH	SOLE	01	
SPIRIT FIN CORP	COM	848568309	4878	335000	SH	SOLE	02	
SPRINT NEXTEL CORP	COM FON	852061100	6159	284225	SH	SOLE	01	
ST JOE CO	COM	790148100	42	19858	SH	SOLE	01	
ST JUDE MED INC	COM	790849103	1015	24365	SH	SOLE	01	
STANDARD MTR PRODS INC	SDCV 6.750% 7/1	853666AB1	950	960000	PRN	SOLE	01	
STAPLES INC	COM	855030102	281	11828	SH	SOLE	01	
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	1560	22900	SH	SOLE	01	
STRAYER ED INC	COM	863236105	328	2500	SH	SOLE	01	
STREETTRACKS SER TR	SPDR S&P HOME B	86330E745	807	26014	SH	SOLE	01	
SUN HEALTHCARE GROUP INC	COM NEW	866933401	414	28498	SH	SOLE	01	0
SUN MICROSYSTEMS INC	COM	866810104	56	11100	SH	SOLE	01	
SUNOCO INC	COM	86764P109	6996	87241	SH	SOLE	01	
SUNPOWER CORP	COM CL A	867652109	9643	158966	SH	SOLE	01	
SUNTRUST BKS INC	COM	867914103	19354	220070	SH	SOLE	01	
SVB FINL GROUP	COM	78486Q101	430	8100	SH	SOLE	01	0
SYMANTEC CORP	COM	871503108	274	13800	SH	SOLE	01	
SYMANTEC CORP	NOTE 0.750% 6/1	871503AD0	121	104000	PRN	SOLE	01	
SYMBION INC DEL	COM	871507109	559	25729	SH	SOLE	01	0
SYSCO CORP	COM	871829107	362	11000	SH	SOLE	01	
TAILWIND FINL INC	UNIT 99/99/9999	874023203	511	60000	SH	SOLE	01	
TANGER PPTYS LTD PARTNERSHIP	NOTE 3.750% 8/1	875484AE7	1215	1000000	PRN	SOLE	01	
TARGET CORP	COM	87612E106	4590	72900	SH	SOLE	01	
TASER INTL INC	COM	87651B104	505	50400	SH	SOLE	01	
TECHWELL INC	COM	87874D101	1202	91727	SH	SOLE	01	0
TECO ENERGY INC	COM	872375100	278	16411	SH	SOLE	01	
TEKELEC	NOTE 2.250% 6/1	879101AE3	505	500000	PRN	SOLE	01	
TEKTRONIX INC	COM	879131100	1393	40888	SH	SOLE	01	
TELECOMMUNICATION SYS INC	CL A	87929J103	131	25000	SH	SOLE	01	
TEMPLE INLAND INC	COM	879868107	218	3605	SH	SOLE	01	
TENET HEALTHCARE CORP	COM	88033G100	113	17400	SH	SOLE	01	
TEREX CORP NEW	COM	880779103	548	6731	SH	SOLE	01	
TETRA TECHNOLOGIES INC DEL	COM	88162F105	265	9500	SH	SOLE	01	
TEVA PHARMACEUTICAL FIN CO B	NOTE 1.750% 2/0	88165FAA0	218	221000	PRN	SOLE	01	
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	4405	111300	SH	SOLE	01	
TEXTRON INC	COM	883203101	7965	72586	SH	SOLE	01	
TIME WARNER INC	COM	887317105	1556	73306	SH	SOLE	01	
TIME WARNER TELECOM INC	CL A	887319101	354	18300	SH	SOLE	01	
TJX COS INC NEW	COM	872540109	3200	114700	SH	SOLE	01	0

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TODCO	COM	88889T107	4381	92800	SH	SOLE	02
TORCHMARK CORP	COM	891027104	473	6999	SH	SOLE	01
TORO CO	COM	891092108	220	3700	SH	SOLE	01
TOWER GROUP INC	COM	891777104	280	8575	SH	SOLE	01
TRANSOCEAN INC	ORD	G90078109	1775	16780	SH	SOLE	01
TRAVELERS COMPANIES INC	COM	89417E109	485	9045	SH	SOLE	01
TRI CONTL CORP	COM	895436103	1980	76125	SH	SOLE	01
TRIAD HOSPITALS INC	COM	89579K109	2150	40000	SH	CALL SOLE	02
TRIAD HOSPITALS INC	COM	89579K109	16	303	SH	SOLE	01
TRIBUNE CO NEW	COM	896047107	258	8000	SH	SOLE	01
TRINITY INDS INC	COM	896522109	713	16900	SH	SOLE	01
TWEETER HOME ENTMT GROUP INC	COM	901167106	2	11278	SH	SOLE	01
TXU CORP	COM	873168108	7107	106000	SH	SOLE	01
TYCO INTL LTD NEW	COM	902124106	21359	645512	SH	SOLE	01
TYSON FOODS INC	CL A	902494103	335	14500	SH	SOLE	01
U S AIRWAYS GROUP INC	COM	90341W108	348	11300	SH	SOLE	01
UAL CORP	COM NEW	902549807	8503	215147	SH	SOLE	01
UNION PAC CORP	COM	907818108	323	2807	SH	SOLE	01
UNITED RENTALS NORTH AMER IN	NOTE 1.875%10/1	911365AH7	30	20000	PRN	SOLE	01
UNITED STATES STL CORP NEW	COM	912909108	1329	12047	SH	SOLE	01
UNITED TECHNOLOGIES CORP	COM	913017109	263	3700	SH	SOLE	01
UNITED THERAPEUTICS CORP DEL	COM	91307C102	16353	249137	SH	SOLE	01
UNITEDHEALTH GROUP INC	COM	91324P102	864	16806	SH	SOLE	01
UNIVERSAL HLTH SVCS INC	CL B	913903100	1022	16600	SH	SOLE	01
UNUM GROUP	COM	91529Y106	614	23636	SH	SOLE	01
URBAN OUTFITTERS INC	COM	917047102	3512	146134	SH	SOLE	02
US BANCORP DEL	COM NEW	902973304	2013	61100	SH	SOLE	01
UST INC	COM	902911106	362	6773	SH	SOLE	01
VAALCO ENERGY INC	COM NEW	91851C201	53	10968	SH	SOLE	01
VALERO ENERGY CORP NEW	COM	91913Y100	2651	36000	SH	SOLE	01
VALSPAR CORP	COM	920355104	249	8700	SH	SOLE	01
VALUECLICK INC	COM	92046N102	1473	50000	SH	CALL SOLE	02
VALUECLICK INC	COM	92046N102	23	800	SH	SOLE	01
VECTOR GROUP LTD	COM	92240M108	90947	4036787	SH	SOLE	01
VECTREN CORP	COM	92240G101	325	11700	SH	SOLE	01
VERIFONE HLDGS INC	COM	92342Y109	906	25700	SH	SOLE	02
VERIZON COMMUNICATIONS	COM	92343V104	939	22746	SH	SOLE	01
VERTEX PHARMACEUTICALS INC	COM	92532F100	387	13600	SH	SOLE	01
VIOPHARMA INC	NOTE 2.000% 3/1	928241AH1	894	900000	PRN	SOLE	01
VISHAY INTERTECHNOLOGY INC	NOTE 3.625% 8/0	928298AF5	1312	1250000	PRN	SOLE	01
VISUAL SCIENCES INC	COM	92845H108	706	45613	SH	SOLE	01
VULCAN MATLS CO	COM	929160109	270	2300	SH	SOLE	01
VYYO INC	COM NEW	918458209	950	142600	SH	SOLE	02
WACHOVIA CORP NEW	COM	929903102	630	12174	SH	SOLE	01
WADDELL & REED FINL INC	CL A	930059100	270	10200	SH	SOLE	01
WAL MART STORES INC	COM	931142103	540	11202	SH	SOLE	01
WALGREEN CO	COM	931422109	2069	47200	SH	SOLE	01
WARNACO GROUP INC	COM NEW	934390402	231	6593	SH	SOLE	01
WASHINGTON MUT INC	COM	939322103	272	6363	SH	SOLE	01
WASHINGTON REAL ESTATE INVT	NOTE 3.875% 9/1	939653AK7	12	12000	PRN	SOLE	01
WASHINGTON REAL ESTATE INVT	NOTE 3.875% 9/1	939653AJ0	4939	5000000	PRN	SOLE	01
WASTE CONNECTIONS INC	COM	941053100	1306	42800	SH	SOLE	01
WASTE MGMT INC DEL	COM	94106L109	6046	153400	SH	SOLE	01
WATERS CORP	COM	941848103	662	11102	SH	SOLE	01
WATSON PHARMACEUTICALS INC	COM	942683103	396	12157	SH	SOLE	01
WATSON PHARMACEUTICALS INC	DBCV 1.750% 3/1	942683AC7	444	461000	PRN	SOLE	01
WEATHERFORD INTERNATIONAL LT	COM	G95089101	543	9800	SH	SOLE	01
WELLPOINT INC	COM	94973V107	468	5868	SH	SOLE	01
WELLS FARGO & CO NEW	COM	949746101	225	6376	SH	SOLE	01
WELLS FARGO & CO NEW	DBCV 5/0	949746FA4	9058	9000000	PRN	SOLE	01
WENDYS INTL INC	COM	950590109	772	20800	SH	SOLE	01
WESTERN UN CO	COM	959802109	260	12500	SH	SOLE	02

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WEYERHAEUSER CO	COM	962166104	345	4356	SH	SOLE	01
WHIRLPOOL CORP	COM	963320106	623	5574	SH	SOLE	01
WHOLE FOODS MKT INC	COM	966837106	492	12815	SH	SOLE	01
WILEY JOHN & SONS INC	CL A	968223206	373	7800	SH	SOLE	01
WILLIAMS COS INC DEL	COM	969457100	406	12800	SH	SOLE	01
WILSON GREATBATCH TECHNOLOGI	SDCV 2.250% 6/1	972232AB8	1137	1057000	PRN	SOLE	01
WINDSTREAM CORP	COM	97381W104	347	23308	SH	SOLE	01
WORLD ACCEP CORPORATION	NOTE 3.000%10/0	981417AB4	962	1000000	PRN	SOLE	01
WRIGLEY WM JR CO	COM	982526105	364	6594	SH	SOLE	01
WYNN RESORTS LTD	DBCV 6.000% 7/1	983134AB3	2341	558000	PRN	SOLE	01
WYNN RESORTS LTD	COM	983134107	557	6120	SH	SOLE	01
XCEL ENERGY INC	COM	98389B100	1215	58967	SH	SOLE	01
XEROX CORP	COM	984121103	856	46006	SH	SOLE	01
XILINX INC	COM	983919101	1990	71586	SH	SOLE	01
XL CAP LTD	CL A	G98255105	787	9400	SH	SOLE	01
XTO ENERGY INC	COM	98385X106	499	8300	SH	SOLE	01
YAHOO INC	COM	984332106	2203	80684	SH	SOLE	01
YRC WORLDWIDE INC	COM	984249102	321	8400	SH	SOLE	01
YUM BRANDS INC	COM	988498101	240	7300	SH	SOLE	01
ZEBRA TECHNOLOGIES CORP	CL A	989207105	252	6405	SH	SOLE	01
ZIMMER HLDGS INC	COM	98956P102	432	5100	SH	SOLE	01
ZIONS BANCORPORATION	COM	989701107	230	2970	SH	SOLE	01