

Pricing Supplement dated 30 December 2003

LEHMAN BROTHERS TREASURY CO. B.V.

**Issue of EUR 8,000,000 Notes to be consolidated and form a single Series with
Issue of EUR 50,000,000 European Inflation Linked Notes
under the U.S.\$18,000,000,000
Euro Medium-Term Note Program**

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Information Memorandum dated 19 August 2003. This Pricing Supplement must be read in conjunction with such Information Memorandum.

1. (i) Issuer: Lehman Brothers Treasury Co. B.V.
(ii) Guarantor: Lehman Brothers Holdings Inc.
2. Series Number: 1837
3. Specified Currency or Currencies: Euro (“EUR”)
4. Aggregate Nominal Amount:
 - (i) Series: EUR 58,000,000
 - (ii) Tranche 1: EUR 50,000,000
 - (iii) Tranche 2: EUR 8,000,000
5. (i) Issue Price: 101.00 per cent. of the Aggregate Nominal Amount plus accrued interest from and including 26 November 2003 to but excluding the Issue Date
(ii) Net Proceeds: 99.50 per cent of the Aggregate Nominal Amount plus accrued interest from and including 26 November 2003 to but excluding the Issue Date
6. Specified Denominations: EUR 1,000
7. (i) Issue Date: 30 December 2003
(ii) Interest Commencement Date: 26 November 2003
8. Maturity Date: 26 November 2013
9. Interest Basis: Fixed Rate and Index-Linked Interest (further particulars specified below)

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| 10. | Redemption/Payment Basis: | Redemption at par |
| 11. | Change of Interest or Redemption/Payment Basis: | As per paragraph 9 above and paragraphs 16 and 19 below. |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (i) Status of the Notes: | Senior Notes |
| | (ii) Status of the Guarantee: | Senior Guarantee |
| 14. | Listing: | Application has been made to list the Notes on the Luxembourg Stock Exchange. The Issuer does not make any representation as to the approval of the Luxembourg Stock Exchange in listing the Notes. |
| 15. | Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 16. | Fixed Rate Note Provisions | Applicable with respect to payments of Interest up to and including the Interest Payment Date occurring on 26 November 2005. |
| | (i) Fixed Rate of Interest: | <p>With respect to the First Fixed Interest Period (as defined in paragraph 16(vi) below), 7.00 per cent. per annum; and</p> <p>With respect to the Second Fixed Interest Period (as defined in paragraph 16(vi) below), 5.00 per cent. per annum.</p> <p>In each case Interest will be payable annually in arrear.</p> |
| | (ii) Interest Payment Date: | 26 November in each year from and including 26 November 2004 to and including 26 November 2005, provided that if such date does not fall on a Business Day, it shall be adjusted in accordance with the Business Day Convention. |
| | (iii) Fixed Coupon Amount(s): | <p>With respect to the First Fixed Interest Period: EUR 70.00 per Specified Denomination;</p> <p>With respect to the Second Fixed</p> |

| | | |
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| | | Interest Period: EUR 50.00 per Specified Denomination. |
| | (iv) Fixed Day Count Fraction: | Actual/Actual (ISDA) (which shall have the meaning ascribed to it in Condition 3(b)(iv)(A)) |
| | (v) Broken Amount(s): | Not Applicable |
| | (vi) Other terms relating to the method of calculating interest for Fixed Rate Notes: | <p>“First Fixed Interest Period”: means the period from and including 26 November 2003 to and excluding 26 November 2004 (unadjusted).</p> <p>“Second Fixed Interest Period”: means the period from and including 26 November 2004 to and excluding 26 November 2005 (unadjusted).</p> |
| | (vii) Business Day Convention: | Following Business Day Convention. |
| 17. | Floating Rate Note Provisions | Not Applicable. |
| 18. | Zero Coupon Note Provisions | Not Applicable |
| 19. | Index-Linked Interest Note Provisions | Applicable with respect to each Interest Period commencing on and after 26 November 2005 (each an “ Inflation-Linked Interest Period ”). |
| | (i) Index/Formula: | See Annex 1 |
| | (ii) Calculation Agent responsible for calculating the interest due: | Lehman Brothers International (Europe). |
| | (iii) Provisions for determining Coupon where calculation by reference to Index and/or Formula is impossible or impracticable: | As per Annex 1 hereto. |
| | (iv) Interest Period(s)/Interest Payment Dates: | The Interest Payment Dates in respect of the Inflation-Linked Interest Period shall be 26 November of each year, commencing on 26 November 2006 to and including the Maturity Date, provided that if such date does not fall on a Business Day, it shall be adjusted in accordance with the Business Day Convention. |
| | (v) Business Day Convention: | Following Business Day Convention |

- (vi) Additional Business Centre(s): Not Applicable
- (vii) Minimum Rate of Interest: 2.00 per cent. per annum
- (viii) Maximum Rate of Interest: Not Applicable
- (ix) Day Count Fraction: Actual/Actual (ISDA)
- (x) Interest Determination Date: Amounts payable in respect of Index-Linked Interest shall be calculated one Business Day prior to each Interest Period.

20. **Dual Currency Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

21. **Call Option** Not Applicable

22. **Put Option** Not Applicable

23. **Final Redemption Amount** Par

24. **Early Redemption Amount**

Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions): An amount determined in accordance with the Conditions, provided the Unwind Costs (as defined in Annex 1) are deducted when the Early Redemption Amount is calculated.

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. Form of Notes: Bearer Global Form.

26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable

27. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable

28. Details relating to Instalment Notes: Instalment Amounts and Instalment Dates: Not Applicable

29. Details relating to Extendible Notes: Not Applicable

30. Details relating to Renewable Notes: Not Applicable

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| 31. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 32. | Consolidation provisions: | Not Applicable |
| 33. | Other terms or special conditions: | As described in Annex 1 |

DISTRIBUTION

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|-----|---------------------------------------|--|
| 34. | (i) If syndicated, names of Managers: | Not Applicable |
| | (ii) Stabilising Manager (if any): | Not Applicable |
| 35. | If non-syndicated, name of Dealer: | Lehman Brothers International (Europe) |
| 36. | Selling restrictions: | |
| | (i) Netherlands Selling Restrictions: | The Notes will not be offered in the Netherlands by the Dealer |
| | (ii) Additional Selling Restrictions: | <p>Republic of Italy:</p> <p>The offering of the Notes has not been cleared by CONSOB (the Italian Securities Exchange Commission) pursuant to Italian securities legislation and accordingly, no Notes may be offered, sold or delivered, nor may copies of the Information Memorandum or any other document relating to the Notes be distributed in the Republic of Italy except:</p> <p>(i) to professional investors (<i>operatori qualificati</i>), as defined in Article 31, second paragraph of CONSOB Regulation No.11522 of 1 July 1998 as amended, in compliance with the terms and procedures provided therein; or</p> <p>(ii) in circumstances which are exempted from the rules of solicitation of investments pursuant to Article 100 of Legislative Decree No. 58 of 24 February 1998 (the “Financial Services Act”) and Article 33, first paragraph of CONSOB Regulation No. 11971 of 14 May</p> |

1999 as amended; or

- (iii) to an Italian resident who submits an unsolicited offer to purchase the Notes.

Any offer, sale or delivery of the Notes or distribution of copies of the Information Memorandum or any other document relating to the Notes in the Republic of Italy under (i) or (ii) above must be:

- a. made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act and Legislative Decree no.385 of 1 September 1993 as amended (the “Italian Banking Act”); and
- b. in compliance with Article 129 of the Banking Act and the implementing guidelines of the Bank of Italy, pursuant to which the offer or sale of securities in the Republic of Italy may need to be preceded and followed by any appropriate notice to be filed with the Bank of Italy depending, *inter alia*, on the aggregate value of the securities issued or offered in the Republic of Italy and their characteristics.

OPERATIONAL INFORMATION

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| 37. | ISIN Code: | Initially XS0182846856 to become fungible with XS0178969209 after 40 days from the Issue Date |
| 38. | Common Code: | Initially 018284685 to become fungible with 017896920 after 40 days from the Issue Date |
| 39. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant | Not Applicable |

identification number(s):

- 40. Delivery: Delivery against payment
- 41. The Aggregate Nominal Amount of Notes issued has been translated into US Dollars at the rate of : Not Applicable

RESPONSIBILITY:

Except as indicated in Annex 2 below, which is provided for information only, the Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

LEHMAN BROTHERS TREASURY CO. B.V.

By:
Authorized Signatory

Date:

ANNEX 1

1. Definitions

For the purposes of this Annex:

“Reference Index” means subject to the provisions of Clause 4 (Adjustment to and Replacement of Index) and Clause 5 (Correction of Index) below, the unrevised Harmonised Index for Consumer Price (HICP) (excluding tobacco) (Bloomberg Ticker: CPTFEMU Index) for the Euro- Area as calculated by the Sponsor;

“Sponsor” means Eurostat and/or, as the context requires or permits, any successor sponsor accepted by the Calculation Agent.

2. Index Linked Coupon Rate

In respect of each Note, the Index Linked Coupon Rate payable on each Interest Payment Date with respect to each Index-Linked Interest Period shall be equal to:

Year on Year Inflation + 1.75%

subject to the minimum rate described below.

Where:

“Year on Year Inflation” means a percentage calculated in accordance with the following formula:

$$\left(\frac{CPI_{FINAL} - CPI_{INITIAL}}{CPI_{INITIAL}} \right)$$

“CPI_{INITIAL}” means in respect of each Interest Calculation Period, the Reference Index for the month of August prior to the start of the **previous** Interest Period (in the case of the first such Interest Calculation Period CPI_{INITIAL} will be the Reference Index published for the month of August 2004) published by the Sponsor; and

“CPI_{FINAL}” means in respect of each Interest Calculation Period, the Reference Index for the month of August prior to the end of the **previous** Interest Period (in the case of the first such Interest Calculation Period CPI_{FINAL} will be the Reference Index published for the month of August 2005) published by the Sponsor,

as determined by the Calculation Agent.

The minimum rate for the Index Linked Coupon Rate is equal to 2.00 per cent per annum.

Example: Considering CPI_{FINAL} equal to 103;

Considering CPI_{INITIAL} equal to 100,

The Index linked Coupon Rate formula applies as follows:

$$1.75\% + [(103-100)/100] = 1.75\% + 3\% = 4.75\%$$

The above merely represents an example in order to explain the formula for the calculation of the Index Linked Coupon Rate. The data used for the example do not reflect the value of the Reference Index published by the Sponsor at any time. The Calculation Agent remains solely responsible at any time for the calculation of the Index Linked Coupon Rate.

3. **Notification of Index Linked Coupon Rate**

As soon as reasonably practicable after calculating or otherwise determining each Index Linked Coupon Rate, the Calculation Agent shall give notice of the relevant amount to the Issuer.

4. **Adjustment to and Replacement of Index:**

- (a) If the Reference Index is (i) not calculated and announced by the Sponsor but is calculated and announced by a successor sponsor acceptable to the Calculation Agent or (ii) replaced by a successor index using, in the determination of the Calculation Agent, the same or a substantially similar formula for and method of calculation as used in the calculation of the Reference Index, then the Reference Index will be deemed to be the index so calculated and announced by that successor sponsor or that successor index, as the case may be.
- (b) If (i) on or prior to the publication of the Reference Index to be used to calculate any Rate of Interest in relation to the index-linked interest provisions of these Notes, the Sponsor makes a material change in the formula for or the method of calculating the Reference Index or in any other way materially modifies the Reference Index (other than a modification prescribed in that formula or method to maintain the Reference Index in the event of changes in constituent prices or items and other routine events) or (ii) the Sponsor fails to calculate and announce the Reference Index and (a) above doesn't apply) or the Reference Index ceases to be published at all, then the Calculation Agent shall calculate the level of the Reference Index using, in lieu of a published level for the Reference Index, the level for the Reference Index as determined by the Calculation Agent in accordance with the formula for and method of calculating the Reference Index last in effect prior to that change or failure.

5. **Correction of Reference Index**

Notwithstanding the fact that the level of the Reference Index published in respect of such date is subsequently revised by the Sponsor the Coupon shall be determined using the level published prior to any such revision except where such revision is made in order to correct a manifest error (as determined by the Calculation Agent), in which event the Calculation Agent shall use the level as so corrected.

6. **Determinations by the Calculation Agent**

All determinations, calculations or valuations made by the Calculation Agent under of pursuant to the terms of the Notes shall be made in its sole and absolute discretion and the Calculation Agent shall be solely responsible for the determination and calculation of any and all determinations, calculations or valuations in accordance with the terms of the Notes. All such determinations, calculations or valuations made by the Calculation Agent shall be conclusive and binding. The Calculation Agent shall not be liable for any loss, liability, cost, claim, action, demand or expense (including without limitation, any costs, charges and expenses paid or

incurred in disputing or defending any of the foregoing) arising out of or in relation to or in connection with its appointment or the exercise of this functions, except such as may result from its own wilful default, negligence or bad faith or that of its officers or agents.

Nothing contained herein shall prevent the Calculation Agent from dealing in these Notes or from entering into any related transactions, including without limitation any swap or hedging transactions, with the Issuer or any holder of Notes.

7. **Unwind Costs**

Where used in connection with these Notes, “Unwind Costs” means the Euro value of any transfer or stamp tax costs, early redemption or termination cost, if any, borne by the Issuer or any hedge counterparty of the Issuer, as determined by the Calculation Agent, in relation to any swap agreement, financing arrangement or other hedging transaction entered into by or on behalf of the Issuer and/or such hedge counterparty.

ANNEX 2

Information about the Index

Note: The information contained in this section (in particular, website addresses and details of publication methods and dates) is stated as at the date of issue of the Notes only, and is subject to change.

Summary The Monetary Union Index of Consumer Prices ex-tobacco is an aggregation of relevant Harmonised Indices of Consumer Prices and reflects consumer price inflation (excluding tobacco) in those EU member states that are members of the Eurozone – having adopted the euro as their currency as participants in the third stage of Economic and Monetary Union.

General Information Harmonised Indices of Consumer Prices (“HICPs”) are indices of inflation compiled according to methodology developed by the national statistical institutes of member states of the European Union in conjunction with Eurostat.

HICP figures are harmonized inflation figures required under Article 121 (consolidated version) of the Treaty establishing the European Community. They are designed for international comparison of consumer price inflation.

HICP indices cover “household final monetary consumption expenditure”. The relative importance of consumers’ expenditure in terms of particular goods or services varies from country to country. Therefore, there is no uniform basket applying to all member states.

Compilation Individual countries first publish their own HICP figures in conjunction with their consumer price indices. Following each country’s publication of its own HICP figures, Eurostat aggregates these and publishes aggregate HICP figures for the European Union (the European Index of Consumer Prices or EICP), for the Eurozone (the Monetary Union Index of Consumer Prices or MUICP) and for the European Economic Area (the European Economic Area Index of Consumer Prices or EEAICP).

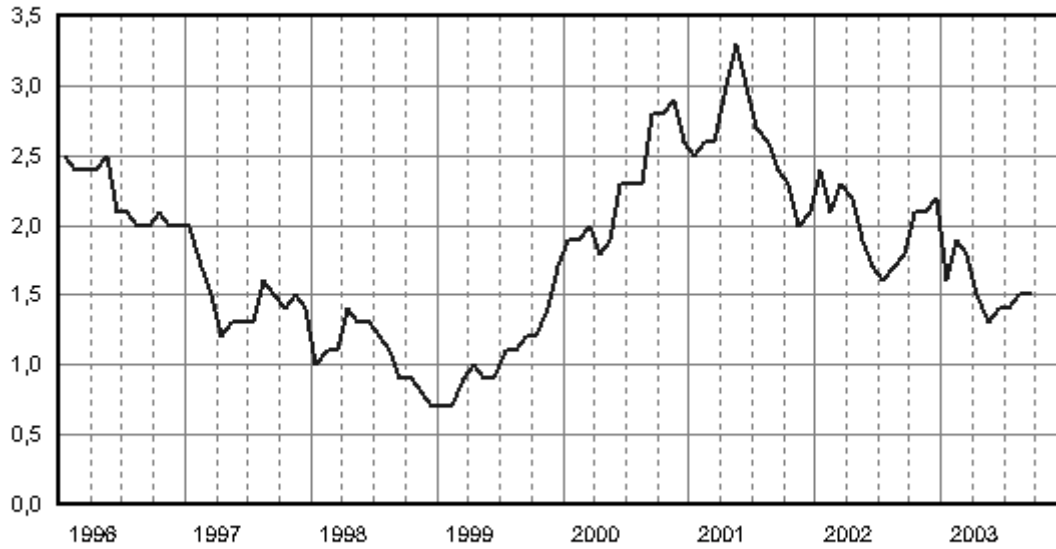
Revisions and Publication Eurostat generally publishes MUICP figures approximately 16 to 18 days following the end of the relevant month. MUICP figures as published by Eurostat are occasionally revised after publication upon more accurate data becoming available. The Index as used in connection with the Notes, however, consists only of the unrevised figures first published by Eurostat (disregarding preliminary estimates). The tables of historical data found on the main pages of Eurostat’s website (<http://europa.eu.int/comm/eurostat/>) contain the revised figures and therefore will not reflect exactly the development of the Index. Unrevised figures can be obtained by subscription to Eurostat’s New Cronos database. The most convenient source of information about the development of the Index is currently the internet site of Agence France Trésor (<http://www.aft.fr/oat/us/ipceuro.html>) as the Index is the same as the index used to calculate payments under the French Republic’s OATei securities.

Disclaimer on behalf of Eurostat The Notes are not in any way sponsored, endorsed, sold or promoted by Eurostat. Eurostat has no obligation to take the needs of Bondholders into consideration in composing, determining or calculating the Index (or causing the Index to be calculated). In addition, Eurostat makes no warranty or representation whatsoever, express or implied, as to the results to be obtained from the use of the Index and/or the level at which the Index stands at any particular time on any particular day or otherwise, and shall not be liable,

whether in negligence or otherwise, to any person for any error in the Index or under any obligation to advise any person, including, without limitation, the Issuer or Bondholders, of any error therein.

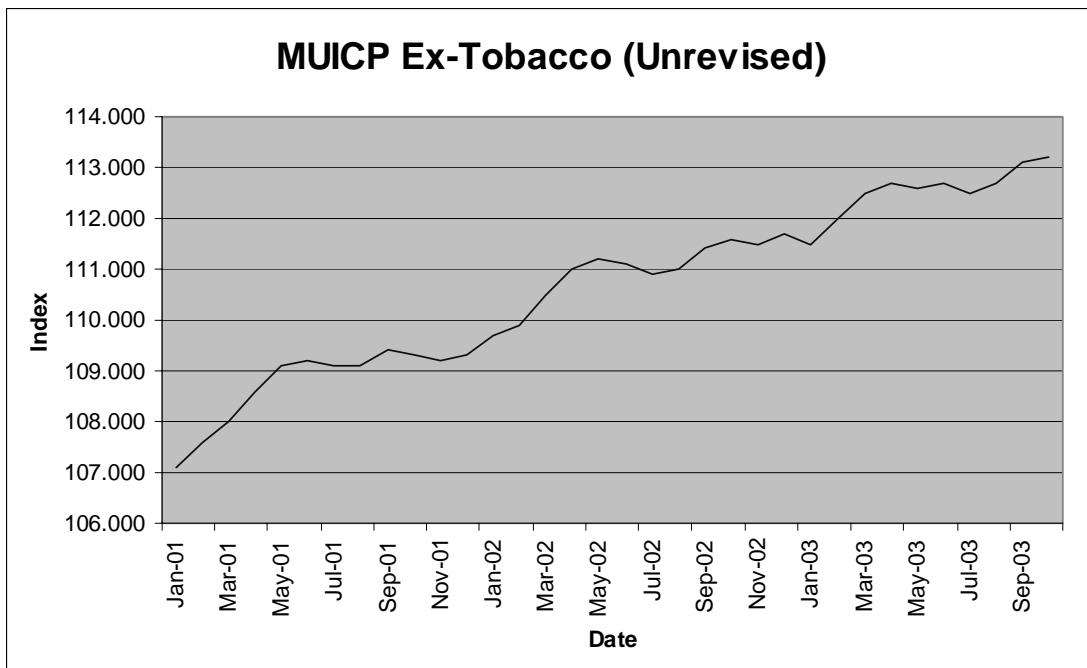
Reference index for OATeIs (*)

m/m-12 (%)



(*) the eurozone harmonized index of consumer prices excluding tobacco with the following implications:
 1/1995 -> 9/2001 : complete series as published by Eurostat October 17, 2001
 10/2001 -> : preliminary estimate by Eurostat for the referenced month

MUICP Ex-Tobacco (Unrevised)



Year on Year Change

| Month | Index Level | Year on year change |
|-----------|-------------|---------------------|
| 15-Jan-02 | 109.700 | 2.43% |
| 15-Feb-02 | 109.900 | 2.14% |
| 15-Mar-02 | 110.500 | 2.31% |
| 15-Apr-02 | 111.000 | 2.21% |
| 15-May-02 | 111.200 | 1.92% |
| 15-Jun-02 | 111.100 | 1.74% |
| 15-Jul-02 | 110.900 | 1.65% |
| 15-Aug-02 | 111.000 | 1.74% |
| 15-Sep-02 | 111.400 | 1.83% |
| 15-Oct-02 | 111.600 | 2.10% |
| 15-Nov-02 | 111.500 | 2.11% |
| 15-Dec-02 | 111.700 | 2.20% |
| 15-Jan-03 | 111.500 | 1.64% |
| 15-Feb-03 | 112.000 | 1.91% |
| 15-Mar-03 | 112.500 | 1.81% |
| 15-Apr-03 | 112.700 | 1.53% |
| 15-May-03 | 112.600 | 1.26% |
| 15-Jun-03 | 112.700 | 1.44% |
| 15-Jul-03 | 112.500 | 1.44% |
| 15-Aug-03 | 112.700 | 1.53% |
| 15-Sep-03 | 113.100 | 1.53% |
| 15-Oct-03 | 113.200 | 1.43% |
| 15-Nov-03 | 113.20 | 1.52% |

Sources for text: Eurostat and Agence France Trésor

Source for tables: Agence France Trésor