

Pricing Supplement dated 31 January 2005

LEHMAN BROTHERS TREASURY CO. B.V.

**Issue of EUR 100,000,000 CMS-Linked Notes due February 2013
Guaranteed by Lehman Brothers Holdings Inc.
under the U.S.\$25,000,000,000
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 18 August 2004. This Pricing Supplement must be read in conjunction with such Information Memorandum.

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| 1. | (i) Issuer: | Lehman Brothers Treasury Co. B.V. |
| | (ii) Guarantor: | Lehman Brothers Holdings Inc. |
| 2. | (i) Series Number: | 2564 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Euro (“ EUR ”) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | EUR 100,000,000 |
| | (ii) Tranche: | EUR 100,000,000 |
| 5. | (i) Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| | (ii) Net Proceeds: | 99.50 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denominations: | EUR 1,000 |
| 7. | Issue Date: | 1 February 2005 |
| 8. | Maturity Date: | 1 February 2013 |
| 9. | Interest Basis: | Index-Linked Interest
(further particulars specified below) |
| 10. | Redemption/Payment Basis: | Redemption at par |

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| 11. | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (i) Status of the Notes: | Senior Notes |
| 14. | (ii) Status of the Guarantee: | Senior Guarantee |
| 15. | Listing: | Application has been made for the Notes to be listed on the Luxembourg Stock Exchange |
| 16. | Method of distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 17. | Fixed Rate Note Provisions | Not Applicable |
| 18. | Floating Rate Note Provisions | Not Applicable |
| 19. | Zero Coupon Note Provisions | Not Applicable |
| 20. | Index-Linked Interest Note Provisions | Applicable |

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| (i) | Index/Formula | In respect of each Specified Denomination and each Interest Period, the Rate of Interest per annum (“R”) shall be determined by the Calculation Agent in accordance with the following formula: |
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$$\mathbf{R = 80.00\% \times CMS\ 10Y}$$

Where:

“**CMS 10Y**” means the annual swap rate for EUR swap transactions with a maturity of ten years (the “Designated Maturity”), expressed as a percentage, which appear on the Telerate Page 42281 (or any successor to that page) under the heading “11:00 LDN TIME VS 6M EURIBOR” and the heading “MEAN” as of 11:00 a.m., London time on the day that is two TARGET Settlement Days preceding each Reset Date (the “**Interest Determination Date**”)

PROVIDED THAT, if on any Interest Determination Date the Calculation Agent determines in its sole and absolute discretion that CMS 10Y:

- does not appear on the Telerate Page 42281 (or any successor page to that page); or
- for any other reason, is unavailable or cannot reasonably be calculated,

Then, in relation to that Interest Determination Date, CMS 10Y will be the rate determined by the Calculation Agent as the EUR-Annual Swap Rate-Reference Banks as defined in Section 7.1(e)(xxii) of the Annex to the 2000 ISDA Definitions (June 2000 Version), provided, however, that this rate shall be determined as if “EUR-Annual Swap Rate-11.00” had been elected.

“**Reset Date**” means the first day of each Interest Period

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| (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: | See (i) above |
| (iv) Interest Payment Date(s): | 1 February in each year, from and including 1 February 2006 up to and including the Maturity Date |
| (v) Business Day Convention: | Following Business Day Convention |
| (vi) Additional Business Centre(s): | Not Applicable |
| (vii) Minimum Interest Rate: | 2.50 per cent. per annum |
| (viii) Maximum Interest Rate: | Not Applicable |
| (ix) Interest Determination Date: | See (i) above |
| (x) Day Count Fraction: | Act/Act (ISMA), unadjusted |
| 21. Dual Currency Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

22.	Call Option	Not Applicable
23.	Put Option	Not Applicable
24.	Final Redemption Amount of each Note	EUR 1,000 per EUR 1,000 Specified Denomination
25.	Early Redemption Amount of each Note	
	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):	In respect of each Note, an amount equal to the fair market value (less the reasonable cost to the Issuer of unwinding any related hedging arrangements) of such Note, together with any interest accrued but unpaid, on such day as is selected by the Calculation Agent in its sole and absolute discretion (provided that such day is not more than 15 days before the date fixed for redemption of the Note)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26.	Form of Notes:	Interests in a temporary global Note in bearer form are exchangeable for interests in a permanent global Note in bearer form
27.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
28.	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
29.	Details relating to Instalment Notes: Instalment Amounts and Instalment Dates:	Not Applicable
30.	Details relating to Extendible Notes:	Not Applicable
31.	Details relating to Renewable Notes:	Not Applicable
32.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
33.	Consolidation provisions:	Not Applicable

34. Other terms or special conditions: Business Days: a “Business Day” is a day on which (i) commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in London and (ii) the TARGET System is open

DISTRIBUTION

35. (i) If syndicated, names of Managers: Lead-Manager and Bookrunner: Lehman Brothers International (Europe);
Joint Lead-Manager: Banca Profilo
- (ii) Stabilising Manager (if any): Lehman Brothers International (Europe)
36. If non-syndicated, name of Dealer: Not Applicable
37. Selling restrictions:
- (i) Netherlands Selling Restrictions: The Notes have only been offered to individuals or legal entities who or which
- (a) trade or invest in securities in the conduct of a business or profession (which includes banks, securities intermediaries (including dealers and brokers), insurance companies, pension funds, collective investment institutions, central governments, large international and supranational organizations, other institutional investors and other parties, including treasury departments of commercial enterprises, which as an ancillary activity regularly invest in securities; "Professional Investors") or
- (b) are established, domiciled or have their usual residence outside The Netherlands.
- In relation to any offer to an investor of the type referred to in (b) above, the Information Memorandum, this Pricing Supplement and each announcement of the offer comply with the laws and regulations of the state where the persons to whom the offer is made are resident.

Any onward sale or offer (as the case may be) by any person must be effected in accordance with all relevant Dutch securities, tax and exchange control and other applicable laws and regulations.

(ii) Additional Selling Restrictions:

Republic of Italy:

The offering of the Notes has not been registered with the Commissione Nazionale per la Società e la Borsa (“CONSOB”) (the Italian securities exchange commission) pursuant to the Italian securities legislation and, accordingly, the Notes may not be offered, sold or delivered nor any copies of the Pricing Supplement (or any other document relating to the Notes) distributed, in the Republic of Italy (“Italy”) in a solicitation to the public at large (sollecitazione all’investimento), and the Notes shall only be offered or sold (as the case may be) in Italy if and to the extent that:

- (i) the Notes are offered or sold to professional investors (operatori qualificati), as defined in Article 31, second paragraph of CONSOB Regulation No 11522 of 1 July 1998 (the “Regulation No 11522”), as amended, and effected in compliance with the terms and procedures provided therein; or
- (ii) the Notes are offered or sold 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 1999 (the “Regulation No 11971”); or
- (iii) the Notes are sold to a person located in Italy who submits an unsolicited offer to purchase the Notes,

and such sale or offer (as the case may be) shall in any event be effected in accordance with all relevant Italian securities, tax and exchange control and other applicable laws and regulations.

Moreover and subject to the foregoing, the Notes may not be offered, sold or delivered and neither the Pricing Supplement nor any other material relating to the Notes may be distributed or made available in Italy unless such offer, sale or delivery of Notes or distribution or availability of copies of the Pricing Supplement or any other material relating to the Notes in the Italy is:

- (a) made by investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, Legislative Decree No 385 of 1 September, 1993 (the “Italian Banking Act”), the Regulation No 11522, the Regulation No 11971 and any other applicable laws and regulations; and
- (b) in compliance with Article 129 of the Italian Banking Act and the implementing instructions of the Bank of Italy, pursuant to which the issue, trading or placement of debt securities in Italy is subject to prior notification to the Bank of Italy, unless an exemption, depending inter alia on the amount of the issue and the characteristics

of the securities, applies.

OPERATIONAL INFORMATION

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| 38. | ISIN Code: | XS0210782552 |
| 39. | Common Code: | 021078255 |
| 40. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable |
| 41. | Delivery: | Delivery against payment |
| 42. | The Aggregate Nominal Amount of Notes issued has been translated into U.S. Dollars at the rate of U.S. Dollars 1 = EUR 0.7633 producing a sum of (for Notes not denominated in U.S. Dollars): | U.S. Dollars 131,010,087.78 |

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

LEHMAN BROTHERS TREASURY CO. B.V. as Issuer

By: _____

Authorised Signatory