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LEUCADIA NATIONAL CORP  
Form 13F-HR/A  
June 03, 2005

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2004

Check here if Amendment [X ]; Amendment Number: 1

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This Amendment (Check only one.): [ ] is a restatement.  
[X] adds new holdings entries.

Institutional Investment Manager

Filing this Report: Name: Leucadia National Corporation  
Address: 315 Park Avenue South, 20th Floor  
New York, NY 10010

Form 13F File Number: 028-11122

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: Joseph A. Orlando  
Title: Vice President and Chief Financial Officer  
Phone: 212-460-1900

Signature, Place, and Date of Signing:

/s/ Joseph A. Orlando                      New York, NY                      June 3, 2005  
-----  
[Signature]                                      [City, State]                                      [Date]

Report Type (Check only one.):

- [ ] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [ ] 13F NOTICE. (Check here if no holdings are in this report, and all holdings are reported by other reporting manager(s).)
- [X] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

RCG Baldwin, LP

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
 Form 13F Information Table Entry Total: 16  
 Form 13F Information Table Value Total: \$11,125

List of Other Included Managers:

No. Form 13F File Number	Name
2	RCG Baldwin, LP

FORM 13F INFORMATION TABLE

Col. 1 Name of Issuer	Col. 2 Title of Class	Col. 3 Cusip	Col. 4 Value (x\$1000)	Shrs Prn A
AGERE SYS INC	NOTE 6.500%12/1	00845V AA 8	352	333,
ALEXION PHARMACEUTICALS INC	NOTE 5.750% 3/1	015351 AB 5	563	557,
APOGENT TECHNOLOGIES INC	DBCV 12/1	03760A AK 7	540	426,
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BERVERLY ENTERPRISES INC	NOTE 2.750%11/0	087851 AR 2	917	648,
CENTERPOINT ENERGY INC	NOTE 3.750% 5/1	15189T AC 1	1,045	913,
DISNEY WALT CO	NOTE 2.125% 4/1	254687 AU 0	256	230,
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GUITAR CTR MGMT INC	NOTE 4.000% 7/1	402040 AC 3	809	500,
IVAX CORP	NOTE 1.500% 3/0	465823 AJ 1	718	750,
LOWES COS INC	NOTE 0.861%10/1	548661 CG 0	225	214,
-----	-----	-----	-----	-----
LUCENT TECHNOLOGIES INC	DBCV 2.750% 6/1	549463 AG 2	985	718,
LUCENT TECHNOLOGIES INC	DBCV 2.750% 6/1	549463 AH 0	350	240,
REEBOK INTL LTD	DBCV 2.000% 5/0	758110 AH 3	1,087	1,000,
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SCI SYS INC	NOTE 3.000% 3/1	783890 AF 3	970	1,000,
SUPERVALU INC	NOTE 11/0	868536 AP 8	135	375,
TECH DATA CORP	SDCV 2.000%12/1	878237 AD 8	456	450,
YELLOW CORP	NOTE 5.000% 8/0	985577 AA 3	1,717	1,000,

\*\* TABLE CONTINUED \*\*

FORM 13F INFORMATION TABLE

Col. 1 Name of Issuer	Col. 6 Investment Discretion	Col. 7 Other Managers	Col. 8 Voting Authority Sole Shared	Non
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AGERE SYS INC	DEFINED	2	333,000
ALEXION PHARMACEUTICALS INC	DEFINED	2	557,000
APOGENT TECHNOLOGIES INC	DEFINED	2	426,000
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BERVERLY ENTERPRISES INC	DEFINED	2	648,000
CENTERPOINT ENERGY INC	DEFINED	2	913,000
DISNEY WALT CO	DEFINED	2	230,000
-----			
GUITAR CTR MGMT INC	DEFINED	2	500,000
IVAX CORP	DEFINED	2	750,000
LOWES COS INC	DEFINED	2	214,000
-----			
LUCENT TECHNOLOGIES INC	DEFINED	2	718,000
LUCENT TECHNOLOGIES INC	DEFINED	2	240,000
REEBOK INTL LTD	DEFINED	2	1,000,000
-----			
SCI SYS INC	DEFINED	2	1,000,000
SUPERVALU INC	DEFINED	2	375,000
TECH DATA CORP	DEFINED	2	450,000
YELLOW CORP	DEFINED	2	1,000,000

\*\* TABLE COMPLETE \*\*