FORM 3

Stock Option

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(1)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 Respon | ises) | | | | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|------------|-----------------------------------------------------------------------------------------------------------------------------------------------|-------|------------------------------------|------------------------------------------|--------------------------------------------------------|
| Name and Address Reporting Person *- | Name and Address of 2. Date of E | | | 3. Issuer N | | | | |
| JOHNSTON CH | IARLES I | (Month/Day/Year) - 04/01/2004 | | LADENBURG THALMANN FINANCIAL SERVICES INC [LTS] | | | | |
| (Last) (First) LADENBURG TH FINANCIAL SERVICES, 590 AVENUE, 34TH | MADISON | 04/01/200 | , + | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)X Director 10% OwnerX Officer Other (give title below) (specify below) | | | 5. If Amend Original File | ment, Date ed(Month/Day/Year) |
| (Street) | | | | President ar | | nd CEO 6. Individ | | l or Joint/Group |
| NEW YORK, NY | 10022 | | | | | | _X_ Form filed Person | Applicable Line) by One Reporting by More than One son |
| (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | |
| 1.Title of Security (Instr. 4) | | | | Owned Form (Instr. 4) Direct | | et (D) direct | | |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02) | | | | | | | | SEC 1473 (7-02) |
| Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. | | | | | | | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) 2. Date Exercisable Expiration Date (Month/Day/Year) | | ate | | | g | 4. Conversion or Exercise | 5. Ownership Form of Derivative | Beneficial |
| | Date Exercisable | Expiration Date | Title | Amour Numbe | nt or | Price of Derivative Security | Security: Direct (D) or Indirect | (Instr. 5) |

Shares

1,000,000 \$ 0.75

Common Stock, par

03/08/2014 value

(I)

(Instr. 5)

D

| (חו | gni io buy) | | | \$.0001 per share | | | | |
|-----|---------------------------|-----|------------|-------------------------------------------------------|-----------|---------|---|--|
| | ock Option ght to Buy) | (1) | 03/08/2014 | Common Stock, par value \$.0001 per share | 1,500,000 | \$ 0.75 | О | |

Reporting Owners

| | Relationships | | | | |
|------------------------------------------------------------------------------------------------------------------------|---------------|--------------|----------------------|-------|--|
| Reporting Owner Name / Address | | 10% Owner | Officer | Other | |
| JOHNSTON CHARLES I LADENBURG THALMANN FINANCIAL SERVICES 590 MADISON AVENUE, 34TH FLOOR NEW YORK, NY 10022 | X | | President and CEO | | |

Signatures

| /s/ Charles I. Johnston | 04/01/2004 |
|-------------------------------|------------|
| Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares vest in five equal annual installments commencing on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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