

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

OMB APPROVAL

OMB Number: 3235-0145

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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Lomak Petroleum Inc.  
(Name of Issuer)

Convertible Preferred \$2.03, convertible until 12/31/49  
(Title of Class of Securities)

541509402  
(CUSIP Number)

Check the following box if a fee is being paid with this statement [X] .  
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 541509402                      13G                      Page \_\_\_\_\_ of \_\_\_\_\_ Pages

1. NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

- (1) Highbridge Capital Corporation - not applicable
- (2) Highbridge Capital Management, Inc. - 13-3530960.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

- (1) Highbridge Capital Corporation - Cayman Islands, British West Indies
- (2) Highbridge Capital Management, Inc. - State of Delaware

NUMBER

OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY	6. SHARED VOTING POWER	75,500
EACH REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	75,500

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
75,500

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.2%

12. TYPE OF REPORTING PERSON\*  
(1) Highbridge Capital Corporation - BD  
(2) Highbridge Capital Management, Inc. - exempt from registration as an IA

Item 1.

- (a) Name of Issuer Lomak Petroleum Inc.  
(b) Address of Issuer's Principal Executive Offices: 500 Throckmorton Street, Suite 2104, Fort Worth, TX 76102

Item 2.

- (a) Name of Person Filing  
(1) Highbridge Capital Corporation  
(2) Highbridge Capital Management, Inc.
- (b) Address of Principal Business Office or, if none, Residence  
(1) Highbridge Capital Corporation  
The Residence, Unit #2, South Church Street,  
Grand Cayman, Cayman Islands, British West Indies  
(2) Highbridge Capital Management, Inc.  
767 Fifth Avenue  
New York, New York 10153
- (c) Citizenship  
(1) Highbridge Capital Corporation - Cayman Islands, British West Indies  
(2) Highbridge Capital Management, Inc. - State of Delaware
- (d) Title of Class of Securities: Convertible Preferred \$2.03,  
convertible until 12/31/49
- (e) CUSIP Number 541509402

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or Dealer registered under Section 15 of the Act (Highbridge Capital Corporation)  
(b)  Bank as defined in section 3(a)(6) of the Act  
(c)  Insurance Company as defined in section 3(a)(19) of the act  
(d)  Investment Company registered under section 8 of the Investment Company Act  
(e)  Investment Adviser registered under section 203 of the Investment Advisers Act of 1940. Highbridge Capital Management, Inc. is the trading manager of Highbridge Capital Corporation. Highbridge Capital Management, Inc. is exempt from registration as an investment adviser. The persons at Highbridge Capital Management, Inc. who actually exercise the power to dispose of and the power to vote the investments of Highbridge Capital Corporation are registered as registered representatives of Highbridge Capital Corporation, a registered broker/dealer.  
(f)  Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F)  
(g)  Parent Holding Company, in accordance with Section 240.13(d)(ii)(G) (Note: See Item 7)  
(h)  Group, in accordance with Section 240.13d(b)(1)(ii)(H)

Item 4. Ownership

(a)	<input type="checkbox"/>	Amount Beneficially Owned	75,500
(b)	<input type="checkbox"/>	Percent of Class	7.6%
(c)	<input type="checkbox"/>	Number of shares as to which such person has:	
	(i)	sole power to vote or to direct the vote	0
	(ii)	shared power to vote or to direct the vote	75,500
	(iii)	sole power to dispose or to direct the disposition of	0
	(iv)	shared power to dispose or to direct the disposition of	75,500

Item 5. Ownership of Five Percent or Less of a Class

Inapplicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Inapplicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Inapplicable

Item 8. Identification and Classification of Members of the Group

Inapplicable

Item 9. Notice of Dissolution of Group

Inapplicable

Item 10. Certification

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/13/97

\_\_\_\_\_  
Date

Howard Feitelberg

\_\_\_\_\_  
Signature

Howard Feitelberg / Controller, Highbridge Capital Corporation  
Name/Title

2/07/97

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Date

Ronald S. Resnick

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Signature

Ronald S. Resnick / Managing Director, Highbridge Capital Management, Inc.  
Name/Title