

13FCONP 11/14/01

NON-PUBLIC

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

CONFIDENTIAL FORM 13 F

FORM 13F COVER PAGE

Report for the Calendar Quarter ended: 09-30-99

Check here if Amendment ; Amendment Number:
This Amendment (check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: HBK INVESTMENTS L.P.
Address: 300 CRESCENT COURT, SUITE 700
DALLAS, TEXAS 75201

Form 13F File Number: 28-6078

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 Report Manager:

Name: Laurence H. Lebowitz
Title: Managing Director
Phone: (214) 758-6124

Signature, Place, and Date of Signing:

Laurence H. Lebowitz
Laurence H. Lebowitz
Managing Director

Dallas, Texas

November 12, 1999

Report Type (Check only one.):

- 13F HOLDINGS REPORT.
- 13F NOTICE.
- 13F COMBINATION REPORT.

PROCESSED

APR 25 2002

THOMSON
FINANCIAL

P

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

CONFIDENTIAL FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 63

Form 13F Information Table Value Total: \$776,152 (thousands)

List of Other Included Managers: NONE

CONFIDENTIAL FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMNT DISCRETN MANAGERS	OTHER MANAGERS	SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
ABACUS DIRECT CORP	COM	002553105	24413	200000	SHR				0	0	0
ADVANTA CORP	CL B	007942204	488	41600	SHR				0	0	0
AERIAL COMMUNICATIONS INC	COM	007655103	4064	150000	SHR				0	0	0
ALZA CORP DEL	COM	022615108	17176	401200	SHR				0	0	0
AMERICAN ELEC PWR INC	COM	025537101	6136	179800	SHR				0	0	0
AMERICAN HERITAGE LIFE INVT	COM	026522102	7160	225500	SHR				0	0	0
AMFM INC	COM	001693100	21538	353800	SHR				0	0	0
ASSISTED LIVING CONCEPTS INC	COM	045431109	645	430300	SHR				0	0	0
ASSOCIATED GROUP INC	CL A	045651106	1714	28400	SHR				0	0	0
ASSOCIATED GROUP INC	CL B	045651205	45011	743600	SHR				0	0	0
ATLANTIC RICHFIELD CO	COM	048825103	16041	181000	SHR				0	0	0
BIG FLOWER HLDGS INC	COM	089159107	13698	483800	SHR				0	0	0
CAROLINA PWR & LT CO	COM	144141108	1730	48900	SHR				0	0	0
CASE CORP	COM	14743R103	2989	60000	SHR				0	0	0
CENTURY COMMUNICATIONS CORP	CL A	156503104	10950	242500	SHR				0	0	0
CHEMFIRST INC	COM	16361A106	22814	835300	SHR				0	0	0
CITIZENS UTILS CO DEL	CL B	177342201	2263	200000	SHR				0	0	0
COLEMAN INC NEW	COM	193559101	26663	2788300	SHR				0	0	0
COLUMBIA ENERGY GROUP	COM	197648108	12902	233000	SHR				0	0	0
COMCAST CORP	CL A	200300101	2061	57200	SHR				0	0	0
CONOCO INC	CL B	208251405	36723	1341472	SHR				0	0	0
CORPORATE EXPRESS INC	COM	219888104	9391	1000000	SHR				0	0	0
DELHAIZE AMER INC	CL A	246688105	1608	75897	SHR				0	0	0
EDIFY CORP	COM	280599101	5689	459700	SHR				0	0	0
FLOWERS INDS INC	COM	343496105	2197	162000	SHR				0	0	0
FORTE SOFTWARE INC	COM	349546101	9611	350300	SHR				0	0	0
GENERAL INSTR CORP DEL	COM	370120107	31122	646700	SHR				0	0	0
GTE CORP	COM	362320103	38822	505000	SHR				0	0	0
HAMBRECHT & QUIST GROUP INC	COM	406545103	9788	200000	SHR				0	0	0
IDT CORP	COM	448947101	7658	366300	SHR				0	0	0
INTELLIGENT POLYMERS LTD	UNIT EX 093099	45815V200	15122	325200	SHR				0	0	0
IXC COMMUNICATIONS INC	COM	450713102	5933	150800	SHR				0	0	0
KEEBLER FOODS CO	COM	487256109	1831	61300	SHR				0	0	0
KING WORLD PRODRMS INC	COM	495667107	37125	1000000	SHR				0	0	0
MEDIAONE GROUP INC	COM	58440J104	45558	666900	SHR				0	0	0
MOLEX INC	CL A	608554200	3331	102700	SHR				0	0	0
NABISCO GROUP HLDG CORP	COM	62952P102	858	57200	SHR				0	0	0
NABISCO HLDGS CORP	CL A	629526104	830	24000	SHR				0	0	0
NALCO CHEM CO	COM	629853102	3656	72400	SHR				0	0	0
NET2PHONE	COM	64108N106	15534	298200	SHR				0	0	0
NETCOURT CR GROUP INC	COM	650905102	20815	1593500	SHR				0	0	0
NEWPORT NEWS SHIPBUILDING INC	COM	652228107	6921	214200	SHR				0	0	0
NORDIC AMERICAN TANKER SHIPPNG	COM	G65773106	1902	158500	SHR				0	0	0
OMNIPONT CORP	COM	68212D102	44990	807000	SHR				0	0	0
OUTDOOR SYS INC	COM	690057104	15516	434000	SHR				0	0	0
POOL ENERGY SVCS CO	COM	732788104	2873	116800	SHR				0	0	0
RAYTHEON CO	CL A	755111309	2910	60000	SHR				0	0	0
REPUBLIC N Y CORP	COM	760719104	13209	215000	SHR				0	0	0
SAVILLE SYS PLC	SPONSORED ADR	805174109	25292	1722000	SHR				0	0	0
SHELL TRANS & TRADING PLC	NEW YRK SH NEW	822703609	1169	25700	SHR				0	0	0
SMART MODULAR TECH INC	COM	831690102	12148	356300	SHR				0	0	0
SPIROS DEV CORP II INC / DURA	UNIT EX 123102	848935201	1103	160400	SHR				0	0	0
SUNBEAM CORP	COM	867071102	809	142200	SHR				0	0	0
TELEBANC FINANCIAL CORP	COM	87925R109	230	10000	SHR				0	0	0
TELEPHONE & DATA SYS INC	COM	879433100	1865	21000	SHR				0	0	0
UNITED STATES CELLULAR CORP	COM	911684108	3237	47600	SHR				0	0	0
UNITEDGLOBALCOM	CL A	913247508	9346	129800	SHR				0	0	0
VIACOM INC	CL B	925524308	17213	407400	SHR				0	0	0
VISIO CORP	COM	927914101	14336	367800	SHR				0	0	0
WESTFIELD AMER INC	COM	959910100	278	20000	SHR				0	0	0
WORLD COLOR PRESS INC DEL	COM	981443104	14866	399100	SHR				0	0	0
YEF SOCIEDAD ANONIMA	SPON ADR CL D	984245100	1327	34076	SHR				0	0	0

CONFIDENTIAL FORM 13F INFORMATION TABLE

Page Three

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMNT DISCRETN MANAGERS	OTHER MANAGERS	SOLE	SHARED	VOTING AUTHORITY
<S> SUNBEAM CORP	<C> SRSDCV ZR0144A18	<C> 867071AA0	<C> 40857	<C> 240338	<C> PRN	<C>	<C> SOLE	<C>	<C> 0	<C> 0	<C> 0

</TABLE>
 </TEXT>
 </DOCUMENT>
 </SUBMISSION>