

Edgar Filing: DEPARTMENT 56 INC - Form SC 13G/A

DEPARTMENT 56 INC  
Form SC 13G/A  
February 04, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

DEPARTMENT 56 INCORPORATED  
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(Name of Issuer)

Common Stock, \$.01 par value  
-----

(Title of Class of Securities)

249509100  
-----

(CUSIP Number)

December 31, 2001  
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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* 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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following page(s))

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CUSIP No. 249509100  
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=====

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Donald A. Yacktman

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [ ]  
(b) [X]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----

|           |         |                   |
|-----------|---------|-------------------|
| NUMBER OF | 5       | SOLE VOTING POWER |
| SHARES    | 130,000 |                   |

-----

|              |           |                     |
|--------------|-----------|---------------------|
| BENEFICIALLY | 6         | SHARED VOTING POWER |
| OWNED BY     | 56,400(1) |                     |

-----

|           |         |                        |
|-----------|---------|------------------------|
| EACH      | 7       | SOLE DISPOSITIVE POWER |
| REPORTING | 130,000 |                        |

-----

|        |            |                          |
|--------|------------|--------------------------|
| PERSON | 8          | SHARED DISPOSITIVE POWER |
| WITH   | 936,850(1) |                          |

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,066,850

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS) [ ]

Not Applicable

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.3%(2)

-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

=====

(1) Represents shares beneficially owned by Yacktman Asset Management Co.; the undersigned holds 100% of the outstanding shares of capital stock of Yacktman Asset Management Co.

(2) Based upon an aggregate of 12,895,667 shares outstanding at September 29, 2001.

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Yacktman Funds, Inc.-36-3831621  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [ ]  
(b) [X]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland  
-----

NUMBER OF 5 SOLE VOTING POWER  
SHARES 700,000  
-----

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY -0-  
-----

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING -0-  
-----

PERSON 8 SHARED DISPOSITIVE POWER  
WITH -0-  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
700,000  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS) [ ]

Not Applicable  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.4% (1)  
-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IV  
=====

(1) Based upon an aggregate of 12,895,667 shares outstanding at September 29,  
2001.

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CUSIP No. 249509100  
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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Yacktman Asset Management Co.-36-3780592

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Illinois

NUMBER OF 5 SOLE VOTING POWER  
SHARES 56,400

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 936,850

PERSON 8 SHARED DISPOSITIVE POWER  
WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
936,850

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
(SEE INSTRUCTIONS)  
  
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
7.3%(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
  
IA

(1) Based upon an aggregate of 12,895,667 shares outstanding at September 29, 2001.

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CUSIP No. 249509100

This Amendment No. 5 to the undersigned's Schedule 13G, which was originally filed on March 7, 1997 (the "Schedule 13G") with regard to Department 56 Incorporated (the "Issuer") is being filed to amend Item 4 of the Schedule

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13G. Except as expressly stated herein, there have been no material changes in the information set forth in the Schedule 13G.

Item 4. Ownership:

-----

Donald A. Yacktman

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- (a) Amount Beneficially Owned: 1,066,850
- (b) Percent of Class: 8.3%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 130,000
  - (ii) shared power to vote or to direct the vote: 56,400
  - (iii) sole power to dispose or to direct the disposition of:  
130,000
  - (iv) shared power to dispose or to direct the disposition of:  
936,850

The Yacktman Funds, Inc.

-----

- (a) Amount Beneficially Owned: 700,000
- (b) Percent of Class: 5.4%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 700,000
  - (ii) shared power to vote or to direct the vote: -0-
  - (iii) sole power to dispose or to direct the disposition of: -0-
  - (iv) shared power to dispose or to direct the disposition of: -0-

Yacktman Asset Management Co.

-----

- (a) Amount Beneficially Owned: 936,850
- (b) Percent of Class: 7.3%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 56,400
  - (ii) shared power to vote or to direct the vote: -0-
  - (iii) sole power to dispose or to direct the disposition of:  
936,850
  - (iv) shared power to dispose or to direct the disposition of: -0-

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Exhibits.

1. Agreement to file Schedule 13G jointly.

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.

January 25, 2002

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Date

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/s/ Donald A. Yacktman  
-----

Donald A. Yacktman

THE YACKTMAN FUNDS, INC.

By: /s/ Donald A. Yacktman  
-----

Donald A. Yacktman  
President

YACKTMAN ASSET MANAGEMENT CO.

By: /s/ Donald A. Yacktman  
-----

Donald A. Yacktman  
President

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