

PHILIP ROBERT W  
Form SC 13G/A  
February 06, 2003

=====

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 9)\*

SCHNITZER STEEL INDUSTRIES, INC.

-----  
(Name of Issuer)

Class A Common Stock, \$1 par value

-----  
(Title of Class of Securities)

806882 10 6

-----  
(CUSIP Number)

NA

-----  
(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 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).

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

CUSIP No. 806882 10 6

13G

Page 2 of 41 Pages

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

Manuel Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,499,638

7. SOLE DISPOSITIVE POWER

306,014

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,499,638

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 2 of 41

CUSIP No. 806882 10 6

13G

Page 3 of 41 Pages

1. NAME OF REPORTING PERSON

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

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

Carol S. Lewis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	
			3,559,638
	7.	SOLE DISPOSITIVE POWER	
			127,094
	8.	SHARED DISPOSITIVE POWER	
			60,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,559,638

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.7%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 3 of 41

CUSIP No. 806882 10 6

13G

Page 4 of 41 Pages

1. NAME OF REPORTING PERSON

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

Emanuel Rose

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

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

(b) [ ] .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

700

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,499,638

7. SOLE DISPOSITIVE POWER

34,808

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,500,338

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 4 of 41

CUSIP No. 806882 10 6

13G

Page 5 of 41 Pages

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

Larry Lewis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X].  
(b) [ ] .

3. SEC USE ONLY

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----  
5. SOLE VOTING POWER  
83,210  
-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH  
6. SHARED VOTING POWER  
3,499,638  
-----  
7. SOLE DISPOSITIVE POWER  
83,404  
-----  
8. SHARED DISPOSITIVE POWER  
0  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,582,848

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.9%

12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 5 of 41

-----  
CUSIP No. 806882 10 6

13G

-----  
Page 6 of 41 Pages  
-----

1. NAME OF REPORTING PERSON

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

Scott Lewis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  .  
(b)  .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

-----  
5. SOLE VOTING POWER  
58,715  
-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH  
6. SHARED VOTING POWER  
3,499,638  
-----  
7. SOLE DISPOSITIVE POWER  
58,909  
-----  
8. SHARED DISPOSITIVE POWER  
0  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,558,353  
-----

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
38.7%  
-----

12. TYPE OF REPORTING PERSON\*  
IN  
-----

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 6 of 41

-----  
CUSIP No. 806882 10 6  
-----

13G

-----  
Page 7 of 41 Pages  
-----

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

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S.  
-----

-----  
5. SOLE VOTING POWER  
0  
-----  
NUMBER OF  
-----

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER
		3,499,638
	7.	SOLE DISPOSITIVE POWER
		45,022
	8.	SHARED DISPOSITIVE POWER
		0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,499,638

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 7 of 41

CUSIP No. 806882 10 6

13G

Page 8 of 41 Pages

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

Marilyn S. Easley

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	5.	SOLE VOTING POWER
		536
	6.	SHARED VOTING POWER
		3,541,948
	7.	SOLE DISPOSITIVE POWER

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

PERSON  
WITH

230,054

8. SHARED DISPOSITIVE POWER

42,310

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,542,484

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 8 of 41

CUSIP No. 806882 10 6

13G

Page 9 of 41 Pages

1. NAME OF REPORTING PERSON

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

David S. Easley

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

1,500

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,499,638

7. SOLE DISPOSITIVE POWER

52,933

8. SHARED DISPOSITIVE POWER



Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

4,883

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,501,138

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 9 of 41

CUSIP No. 806882 10 6

13G

Page 10 of 41 Pages

1. NAME OF REPORTING PERSON

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

Danielle Easley Nye

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

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,499,638

7. SOLE DISPOSITIVE POWER

40,951

8. SHARED DISPOSITIVE POWER

4,883

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,499,638

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 10 of 41

CUSIP No. 806882 10 6

13G

Page 11 of 41 Pages

1. NAME OF REPORTING PERSON

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

Sean M. Easley

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,499,638

7. SOLE DISPOSITIVE POWER

37,306

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,499,638

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 11 of 41

CUSIP No. 806882 10 6

13G

Page 12 of 41 Pages

1. NAME OF REPORTING PERSON

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

Gilbert Schnitzer

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

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,565,988

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

554,833

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,565,988

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.7%

12. TYPE OF REPORTING PERSON\*

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

IN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 12 of 41

-----  
CUSIP No. 806882 10 6

13G

-----  
Page 13 of 41 Pages  
-----

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

Thelma S. Schnitzer

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----  
5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-----  
6. SHARED VOTING POWER

3,565,988

-----  
7. SOLE DISPOSITIVE POWER

0

-----  
8. SHARED DISPOSITIVE POWER

554,833

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,565,988

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

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.7%

-----  
12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 13 of 41

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

-----  
CUSIP No. 806882 10 6  
-----

13G

-----  
Page 14 of 41 Pages  
-----

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

Gary Schnitzer

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----  
5. SOLE VOTING POWER  
114,380  
-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH  
6. SHARED VOTING POWER  
3,571,638  
-----  
7. SOLE DISPOSITIVE POWER  
235,665  
-----  
8. SHARED DISPOSITIVE POWER  
72,000  
-----

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,686,018

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

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

39.6%

-----  
12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 14 of 41

-----  
CUSIP No. 806882 10 6  
-----

13G

-----  
Page 15 of 41 Pages  
-----

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

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

Gregory Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	
			28,000
NUMBER OF			
SHARES	6.	SHARED VOTING POWER	
BENEFICIALLY			3,499,638
OWNED BY			
EACH	7.	SOLE DISPOSITIVE POWER	
REPORTING			32,425
PERSON			
WITH	8.	SHARED DISPOSITIVE POWER	
			0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,527,638

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.3%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 15 of 41

CUSIP No. 806882 10 6

13G

Page 16 of 41 Pages

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

Kenneth M. Novack

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	
			19,610
NUMBER OF	6.	SHARED VOTING POWER	
SHARES			3,578,988
BENEFICIALLY	7.	SOLE DISPOSITIVE POWER	
OWNED BY			19,610
EACH	8.	SHARED DISPOSITIVE POWER	
REPORTING			265,975
PERSON			
WITH			

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,598,598

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

39.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 16 of 41

CUSIP No. 806882 10 6

13G

Page 17 of 41 Pages

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

Deborah S. Novack

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	3,650,988
	7.	SOLE DISPOSITIVE POWER	0
	8.	SHARED DISPOSITIVE POWER	337,975

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,650,988

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

39.7%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 17 of 41

CUSIP No. 806882 10 6

13G

Page 18 of 41 Pages

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

Melanie A. Novack

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X].  
(b) [ ].

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION



Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

U.S.

	5.	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	3,499,638
	7.	SOLE DISPOSITIVE POWER	0
	8.	SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,499,638

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 18 of 41

CUSIP No. 806882 10 6

13G

Page 19 of 41 Pages

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

Leonard Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X].  
(b) [ ].

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	----- 151,918 -----
6. SHARED VOTING POWER	----- 3,507,348 -----
7. SOLE DISPOSITIVE POWER	----- 151,918 -----
8. SHARED DISPOSITIVE POWER	----- 458,282 -----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,659,266

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

39.1%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 19 of 41

-----  
CUSIP No. 806882 10 6  
-----

13G

-----  
Page 20 of 41 Pages  
-----

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

Lois T. Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER	----- 0 -----
6. SHARED VOTING POWER	----- 3,561,048 -----

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

EACH  
REPORTING  
PERSON  
WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

269,475

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,561,048

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.7%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 20 of 41

CUSIP No. 806882 10 6

13G

Page 21 of 41 Pages

1. NAME OF REPORTING PERSON

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

Rita S. Philip

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

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,499,638

7. SOLE DISPOSITIVE POWER

0

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

8. SHARED DISPOSITIVE POWER

164,151

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,499,638

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 21 of 41

CUSIP No. 806882 10 6

13G

Page 22 of 41 Pages

1. NAME OF REPORTING PERSON

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

Robert W. Philip

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

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

191,318

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,499,638

7. SOLE DISPOSITIVE POWER

191,318

8. SHARED DISPOSITIVE POWER

127,700

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

3,690,956

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

39.3%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 22 of 41

CUSIP No. 806882 10 6

13G

Page 23 of 41 Pages

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

Michele Babette Philip

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X].  
(b) [ ].

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	
			1,500
NUMBER OF SHARES	6.	SHARED VOTING POWER	
BENEFICIALLY			3,499,638
OWNED BY	7.	SOLE DISPOSITIVE POWER	
EACH			9,827
REPORTING	8.	SHARED DISPOSITIVE POWER	
PERSON			0
WITH			

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,501,138

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

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 23 of 41

CUSIP No. 806882 10 6

13G

Page 24 of 41 Pages

1. NAME OF REPORTING PERSON

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

Gayle S. Romain

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

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

300

NUMBER OF  
SHARES  
BENEFICIALLY

6. SHARED VOTING POWER

3,569,438

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7. SOLE DISPOSITIVE POWER

110,947

8. SHARED DISPOSITIVE POWER

213,167

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,569,738

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.8%

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 24 of 41

-----  
CUSIP No. 806882 10 6

13G

-----  
Page 25 of 41 Pages  
-----

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

Laura H. Rosencrantz

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----  
5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-----  
6. SHARED VOTING POWER

3,499,638

-----  
7. SOLE DISPOSITIVE POWER

6,108

-----  
8. SHARED DISPOSITIVE POWER

0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,499,638

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

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

-----  
12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

Page 25 of 41

-----  
CUSIP No. 806882 10 6  
-----

13G

-----  
Page 26 of 41 Pages  
-----

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

Bryan L. Rosencrantz

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----  
5. SOLE VOTING POWER

100

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-----  
6. SHARED VOTING POWER

3,499,638

-----  
7. SOLE DISPOSITIVE POWER

6,208

-----  
8. SHARED DISPOSITIVE POWER

0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,499,638

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

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

-----  
12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 26 of 41

-----  
CUSIP No. 806882 10 6  
-----

13G

-----  
Page 27 of 41 Pages  
-----



Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

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

Sandra Lee Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	2,600
NUMBER OF SHARES	6.	SHARED VOTING POWER	3,529,638
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER	125,464
	8.	SHARED DISPOSITIVE POWER	30,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,532,238

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.4%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 27 of 41

CUSIP No. 806882 10 6

13G

Page 28 of 41 Pages

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

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

Mardi S. Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X].  
(b) [ ].

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

600

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,529,638

7. SOLE DISPOSITIVE POWER

600

8. SHARED DISPOSITIVE POWER

176,588

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,530,238

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.4%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 28 of 41

CUSIP No. 806882 10 6

13G

Page 29 of 41 Pages

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

Jill Schnitzer Edelson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X].  
(b) [ ].

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

-----  
3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----

	5.	SOLE VOTING POWER	
			100
NUMBER OF	-----		
SHARES	6.	SHARED VOTING POWER	
BENEFICIALLY			3,504,338
OWNED BY	-----		
EACH	7.	SOLE DISPOSITIVE POWER	
REPORTING			100
PERSON	-----		
WITH	8.	SHARED DISPOSITIVE POWER	
			171,439

-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,504,438

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.1%

12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!  
-----

Page 29 of 41

-----  
CUSIP No. 806882 10 6  
-----

13G

-----  
Page 30 of 41 Pages  
-----

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

Richard H. Edelson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  .  
(b)  .

3. SEC USE ONLY

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,504,338

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

110,888

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,504,338

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.1%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 30 of 41

CUSIP No. 806882 10 6

13G

Page 31 of 41 Pages

1. NAME OF REPORTING PERSON

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

Dina S. Meier

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

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

	5.	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	3,500,938
	7.	SOLE DISPOSITIVE POWER	0
	8.	SHARED DISPOSITIVE POWER	156,905

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,500,938

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 31 of 41

CUSIP No. 806882 10 6

13G

Page 32 of 41 Pages

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

Jean S. Reynolds

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	0
NUMBER OF SHARES	6.	SHARED VOTING POWER	

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	3,549,638
7.	SOLE DISPOSITIVE POWER
	0
8.	SHARED DISPOSITIVE POWER
	306,431

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,549,638

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.6%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 32 of 41

CUSIP No. 806882 10 6

13G

Page 33 of 41 Pages

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

Alan Scott Davis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	6.	SHARED VOTING POWER
		3,499,638
	7.	SOLE DISPOSITIVE POWER

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

WITH 11,087

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,499,638

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 33 of 41

CUSIP No. 806882 10 6

13G

Page 34 of 41 Pages

1. NAME OF REPORTING PERSON

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

N. Dickson Davis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X].

(b) [ ].

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,499,638

7. SOLE DISPOSITIVE POWER

3,000

8. SHARED DISPOSITIVE POWER

0

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,499,638

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 34 of 41

CUSIP No. 806882 10 6

13G

Page 35 of 41 Pages

1. NAME OF REPORTING PERSON

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

Samantha Paige Davis

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

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,499,638

7. SOLE DISPOSITIVE POWER

18,215

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,499,638



Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.0%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 35 of 41

CUSIP No. 806882 10 6

13G

Page 36 of 41 Pages

1. NAME OF REPORTING PERSON

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

Dori Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,574,638

7. SOLE DISPOSITIVE POWER

309,266

8. SHARED DISPOSITIVE POWER

234,093

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,574,638

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

38.8%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 36 of 41

CUSIP No. 806882 10 6

13G

Page 37 of 41 Pages

1. NAME OF REPORTING PERSON

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

Susan Schnitzer

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

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

3,574,638

7. SOLE DISPOSITIVE POWER

201,315

8. SHARED DISPOSITIVE POWER

75,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,574,638

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

38.8%

12. TYPE OF REPORTING PERSON\*

IN

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 37 of 41

Item 1(a) Name of Issuer  
-----  
Schnitzer Steel Industries, Inc. (the "Company")

Item 1(b) Address of Issuer's Principal Executive Offices  
-----  
3200 NW Yeon Avenue  
Portland, OR 97210

Item 2(a). Names of Persons Filing  
-----

Manuel Schnitzer	Lois T. Schnitzer
Carol S. Lewis	Rita S. Philip
Emanuel Rose	Robert W. Philip
Larry Lewis	Michele Babette Philip
Scott Lewis	Gayle S. Romain
Kathleen Lewis	Laura H. Rosencrantz
Marilyn S. Easley	Bryan L. Rosencrantz
David S. Easley	Sandra Lee Schnitzer
Danielle Easley Nye	Mardi S. Schnitzer
Sean M. Easley	Jill Schnitzer Edleson
Gilbert Schnitzer	Richard H. Edelson
Thelma S. Schnitzer	Dina S. Meier
Gary Schnitzer	Jean S. Reynolds
Gregory Schnitzer	Alan Scott Davis
Kenneth M. Novack	N. Dickson Davis
Deborah S. Novack	Samantha Paige Davis
Melanie A. Novack	Dori Schnitzer
Leonard Schnitzer	Susan Schnitzer

Item 2(b). Address of Principal Business Office, or if none, Residence  
-----  
For all Reporting Persons:  
  
3200 NW Yeon Avenue  
Portland, OR 97210

Item 2(c). Citizenship or Place of Organization  
-----  
Each individual listed in Item 2(a) is a citizen of the United States.

Item 2(d). Title of Class of Securities  
-----  
Class A Common Stock, \$1 par value

Item 2(e). CUSIP NUMBER  
-----  
806882 10 6

Item 3. Type of Reporting Person  
-----  
Inapplicable

Item 4. Ownership  
-----

## Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

Pursuant to the terms of the Schnitzer Steel Industries, Inc. Restated Voting Trust and Buy-Sell Agreement dated March 26, 2001 (the "Schnitzer Trust Agreement"), the beneficial owners

Page 38 of 41

of 3,499,638 shares of Class B Common Stock of the Company have contributed those shares to the Schnitzer Steel Industries, Inc. Voting Trust (the "Schnitzer Trust"). The Schnitzer Trust is divided into four separate groups, one for each branch of the Schnitzer family. Carol S. Lewis, Dori Schnitzer, Gary Schnitzer, and Rita S. Philip are the four trustees of the Schnitzer Trust, and each is also the separate trustee for his or her separate family group. Pursuant to the Schnitzer Trust Agreement, the trustees as a group have the power to vote the shares held in the Schnitzer Trust and, in determining how the trust shares will be voted, each trustee separately has the number of votes equal to the number of shares held in trust for his or her family group.

The Reporting Persons are all beneficial owners of shares of Class B Common Stock contributed to the Schnitzer Trust. Each share of Class B Common Stock is convertible into one share of Class A Common Stock.

See Items 5 through 9 and 11 of the Cover Pages for the beneficial ownership of Class A Common Stock by each Reporting Person. All of the shares of Class A Common Stock reported in Items 5 through 9 and 11 of the Cover Pages are shares which may be acquired upon conversion of Class B Common Stock, except for the following shares of Class A Common Stock that are actually owned or subject to exercisable options:

Reporting Person -----	Class A Common Stock Actually Owned -----	Percent of Class -----	Sole Voting Power -----	Shared Voting Power -----	Sole Dispositive Power -----
1. Scott Lewis	58,715	1.2	58,715	0	58,715
2. Marilyn S. Easley	536	0.0	536	0	536
3. David S. Easley	1,500	0.0	1,500	0	1,500
4. Gilbert Schnitzer	66,350	1.3	0	66,350	0
5. Thelma S. Schnitzer	66,350	1.3	0	66,350	0
6. Gary Schnitzer	114,380 (1)	2.2	114,380 (1)	0	114,380 (1)
7. Gregory Schnitzer	28,000	0.6	28,000	0	28,000
8. Kenneth M. Novack	98,960 (2)	2.0	19,610 (2)	79,350	19,610 (2)
9. Deborah S. Novack	79,350	1.6	0	79,350	0
10. Leonard Schnitzer	159,628 (3)	3.1	151,918 (3)	7,710	151,918 (3)
11. Lois T. Schnitzer	1,410	0.0	0	1,410	0
12. Robert W. Philip	191,318 (4)	3.7	191,318 (4)	0	191,318 (4)
13. Michele Babette Philip	1,500	0.0	1,500	0	1,500
14. Gayle S. Romain	40,100	0.8	300	39,800	300
15. Bryan L. Rosencrantz	100	0.0	100	0	100
16. Sandra Lee Schnitzer	2,600	0.1	2,600	0	2,600
17. Mardi S. Schnitzer	600	0.0	600	0	600
18. Jill Schnitzer Edelson	4,800	0.1	100	4,700	100
19. Richard H. Edelson	4,700	0.1	0	4,700	0

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

20. Dina S. Meier 1,300 0.0 0 1,300 0

- 
- 1 Includes 113,080 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.
  - 2 Includes 19,610 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.
  - 3 Includes 151,918 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.
  - 4 Includes 190,268 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.

Page 39 of 41

- 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  
-----  
The Reporting Persons are required to file this Schedule pursuant to Rule 13d-1(d) and are filing a joint Schedule on behalf of all of them. Attached as Exhibit A to this Amendment No. 9 is the Schedule 13G Filing Agreement and Power of Attorney among the Reporting Persons which identifies each member of the group.
- Item 9. Notice of Dissolution of Group  
-----  
Inapplicable
- Item 10. Certification  
-----  
Inapplicable

SIGNATURE

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

Date: February 5, 2003.

MANUEL SCHNITZER  
CAROL S. LEWIS  
EMANUEL ROSE  
SCOTT LEWIS  
LARRY LEWIS  
KATHLEEN LEWIS

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

MARILYN S. EASLY  
DAVID S. EASLY  
DANIELLE EASLY NYE  
SEAN M. EASLY

Page 40 of 41

GILBERT SCHNITZER  
THELMA S. SCHNITZER  
GARY SCHNITZER  
GREGORY SCHNITZER  
KENNETH M. NOVACK  
DEBORAH S. NOVACK  
MELANIE A. NOVACK  
LEONARD SCHNITZER  
LOIS T. SCHNITZER  
RITA S. PHILIP  
ROBERT W. PHILIP  
MICHELE BABETTE PHILIP  
GAYLE S. ROMAIN  
LAURA H. ROSENCRANTZ  
BRYAN L. ROSENCRANTZ  
SANDRA LEE SCHNITZER  
MARDI S. SCHNITZER  
JILL SCHNITZER EDELSON  
RICHARD H. EDELSON  
DINA S. MEIER  
JEAN S. REYNOLDS  
ALAN SCOTT DAVIS  
N. DICKSON DAVIS  
SAMANTHA PAIGE DAVIS  
DORI SCHNITZER  
SUSAN SCHNITZER

By /s/ CHARLES A. FORD

-----  
Charles A. Ford, Attorney-in-Fact  
for all Reporting Persons

Page 41 of 41

EXHIBIT A

SCHNITZER STEEL INDUSTRIES, INC.

SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY

This SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY (the "Agreement") is entered into as of March 31, 1994 by and among the undersigned beneficial owners (the "Beneficial Owners") of Common Stock of Schnitzer Steel Industries, Inc. (the "Company").

WHEREAS, the Beneficial Owners have sole or shared voting or dispositive power over an aggregate of 4,728,249 shares of Class B Common Stock of the Company deposited in the Schnitzer Steel Industries, Inc. Voting Trust (the "Voting Trust"), which shares are convertible into Class A Common Stock of the Company representing more than five percent of the outstanding Class A

## Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

Common Stock; and

WHEREAS, as a result of their participation in the Voting Trust, the Beneficial Owners may be deemed to be a group required to file a Schedule 13G and annual amendments thereto with the Securities and Exchange Commission to report their beneficial ownership of shares of Class A Common Stock, and the Beneficial Owners desire to jointly file such Schedule 13G and any amendments thereto;

NOW, THEREFORE, the Beneficial Owners agree as follows:

1. Joint Filing Agreement. The Beneficial Owners hereby agree that the Schedule 13G reporting their beneficial ownership as of December 31, 1993 of Class A Common Stock of the Company is, and any amendments thereto or any future Schedule 13Gs or amendments thereto signed by each of the undersigned personally or through an attorney-in-fact shall be, filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934.

2. Power of Attorney. Each Beneficial Owner hereby constitutes and appoints Kenneth M. Novack, Edgar C. Shanks and Charles A. Ford, and any one of them, as his or her true and lawful attorney, agent and attorney-in-fact for the purpose of executing and delivering in the name and on behalf of the undersigned all documents required to be filed with the Securities and Exchange Commission pursuant to Section 13(g) of the Securities Exchange Act of 1934 in connection with the reporting of beneficial ownership by the undersigned of Class A Common Stock of the Company, including specifically, but without limitation thereto, power and authority to sign the undersigned's name as attorney-in-fact to a Schedule 13G to be filed to report beneficial ownership as of December 31, 1993 of Class A Common Stock of the Company and to any amendments thereto, and to any future Schedule 13G or amendments thereto as may be required under the Securities Exchange Act of 1934, and to any joint filing agreements among the undersigned relating to such documents, and to file any such statement, amendment or agreement with the Securities and Exchange Commission. The undersigned ratifies and confirms all that such attorney and agent shall do or cause to be done by virtue hereof.

1

3. Additional Parties. Any person who becomes a beneficial owner (as defined in Rule 13d-3 under the Securities Exchange Act of 1934) of shares of Class B Common Stock of the Company deposited in the Voting Trust may, by execution of a counterpart signature page to this Agreement, become a party to this Agreement. Each Beneficial Owner consents and agrees to the automatic amendment of this Agreement to add as a party any such person who shall thereafter be considered a Beneficial Owner under this Agreement.

4. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall constitute an original, but all of which, when taken together, shall constitute only one legal instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

MANUEL SCHNITZER

-----  
Manuel Schnitzer

EDITH SCHNITZER

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

-----  
Edith Schnitzer

CAROL S. LEWIS

-----  
Carol S. Lewis

SCOTT LEWIS

-----  
Scott Lewis

LARRY LEWIS

-----  
Larry Lewis

KATHLEEN LEWIS

-----  
Kathleen Lewis

MARILYN S. EASLY

-----  
Marilyn S. Easly

2

DAVID S. EASLY

-----  
David S. Easly

DANIELLE C. EASLY

-----  
Danielle C. Easly

SEAN M. EASLY

-----  
Sean M. Easly

GILBERT SCHNITZER

-----  
Gilbert Schnitzer

THELMA S. SCHNITZER

-----  
Thelma S. Schnitzer

GARY SCHNITZER

-----  
Gary Schnitzer



Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

ANDREA SCHNITZER

-----  
Andrea Schnitzer

GREGORY SCHNITZER

-----  
Gregory Schnitzer

KENNETH M. NOVACK

-----  
Kenneth M. Novack

DEBORAH S. NOVACK

-----  
Deborah S. Novack

MELANIE A. NOVACK

-----  
Melanie A. Novack

3

LEONARD SCHNITZER

-----  
Leonard Schnitzer

LOIS T. SCHNITZER

-----  
Lois T. Schnitzer

RITA S. PHILIP

-----  
Rita S. Philip

GAYLE S. ROMAIN

-----  
Gayle S. Romain

LAWRENCE ROSENCRANTZ

-----  
Lawrence Rosencrantz

BRYAN L. ROSENCRANTZ

-----  
Bryan L. Rosencrantz

SANDRA LEE SCHNITZER

-----  
Sandra Lee Schnitzer

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

MARDI S. SCHNITZER

-----  
Mardi S. Schnitzer

JILL SCHNITZER EDELSON

-----  
Jill Schnitzer Edelson

DINA EVAN SCHNITZER

-----  
Dina Evan Schnitzer

MILDRED SCHNITZER

-----  
Mildred Schnitzer

4

JEAN S. REYNOLDS

-----  
Jean S. Reynolds

N. DICKSON DAVIS

-----  
N. Dickson Davis

DORI SCHNITZER

-----  
Dori Schnitzer

SUSAN SCHNITZER

-----  
Susan Schnitzer

First Interstate Bank of Oregon, N.A.

By APRIL D. SANDERSON

-----  
April D. Sanderson  
Vice President and Area Manager

PARTIES ADDED PURSUANT TO SECTION 3 FOR 12/31/94 SCHEDULE 13G:

ROBERT W. PHILIP

-----  
Robert W. Philip

LAURA H. ROSENCRANTZ

-----

Edgar Filing: PHILIP ROBERT W - Form SC 13G/A

Laura H. Rosencrantz

PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/95 SCHEDULE 13G:

RICHARD H. EDELSON

-----  
Richard H. Edelson

5

PARTIES ADDED PURSUANT TO SECTION 3 FOR 12/31/96 SCHEDULE 13G:

SAMANTHA PAIGE DAVIS

-----  
Samantha Paige Davis

MICHELE BABETTE PHILIP

-----  
Michele Babette Philip

PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/97 SCHEDULE 13G:

EMANUEL ROSE

-----  
Emanuel Rose

PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/98 SCHEDULE 13G:

ALAN SCOTT DAVIS

-----  
Alan Scott Davis

6