

Edgar Filing: YACKTMAN DONALD A - Form SC 13G/A

YACKTMAN DONALD A  
Form SC 13G/A  
February 12, 2003

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OMB APPROVAL  
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OMB Number: 3235-0145  
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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. 6) \*

DEPARTMENT 56 INCORPORATED

-----  
(Name of Issuer)

Common Stock, \$.01 par value

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

249509100

-----  
(CUSIP Number)

December 31, 2002

-----  
(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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=====
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              (a) [ ]
      (SEE INSTRUCTIONS)                                              (b) [X]
-----
3      SEC USE ONLY
-----
4      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States
-----
NUMBER OF          5      SOLE VOTING POWER
      SHARES              74,000
-----
BENEFICIALLY      6      SHARED VOTING POWER
      OWNED BY              32,200 (1)
-----
      EACH          7      SOLE DISPOSITIVE POWER
      REPORTING              74,000
-----
      PERSON          8      SHARED DISPOSITIVE POWER
      WITH              57,500 (1)
-----
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      131,500
-----
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)

      1.0% (2)
-----
12     TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

      IN
=====

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(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.

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(2) Based upon an aggregate of 13,074,155 shares outstanding at September 28, 2002.

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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		
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
5	SOLE VOTING POWER		
	-0-		
6	SHARED VOTING POWER		
	-0-		
7	SOLE DISPOSITIVE POWER		
	-0-		
8	SHARED DISPOSITIVE POWER		
	-0-		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	-0-		
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)		
	0.0%(1)		
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
	IV		
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(1) Based upon an aggregate of 13,074,155 shares outstanding at September 28, 2002.

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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]
	N/A		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Illinois		
NUMBER OF	5	SOLE VOTING POWER	
SHARES		32,200	
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY		-0-	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		57,500	
PERSON	8	SHARED DISPOSITIVE POWER	
WITH		-0-	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	57,500		
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)		
	0.4% (1)		
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
	IA		
=====			

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- (1) Based upon an aggregate of 13,074,155 shares outstanding at September 28, 2002.

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This Amendment No. 6 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 Items 4 and 5 of the Schedule 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

- (a) Amount Beneficially Owned: 131,500
- (b) Percent of Class: 1.0%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 74,000
  - (ii) shared power to vote or to direct the vote: 32,200
  - (iii) sole power to dispose or to direct the disposition of:  
74,000
  - (iv) shared power to dispose or to direct the disposition of:  
57,500

The Yacktman Funds, Inc.

- (a) Amount Beneficially Owned: -0-
- (b) Percent of Class: 0.0%
- (c) 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: -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: 57,500
- (b) Percent of Class: 0.4%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 32,200

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- (ii) shared power to vote or to direct the vote: -0-
- (iii) sole power to dispose or to direct the disposition of:  
57,500
- (iv) shared power to dispose or to direct the disposition of:  
-0-

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

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.

Date: February 6, 2003.

/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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