

Edgar Filing: CASTLE A M & CO - Form SC 13D/A

CASTLE A M & CO
Form SC 13D/A
November 27, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)

A. M. Castle & Co.

(Name of Issuer)

Common Stock, without par value

(Title of Class of Securities)

148411101

(CUSIP Number)

Patrick J. Herbert, III 30 North LaSalle Suite 1232 Chicago IL 60602

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

11/22/2002

(Date of Event which Requires Filing of this Statement)

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).

SCHEDULE 13D

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CUSIP No. 14811101

Page 2 of 8 Pages

1 NAMES OF REPORTING PERSONS S.S. OR
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

W. B. & Co.
(General Partners: Patrick J. Herbert, III and Simpson Estates, Inc.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) /X /

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois, USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,060,904
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,060,904 (See Item 3)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES / /

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

24.04%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 14811101

Page 3 of 8 Pages

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1 NAMES OF REPORTING PERSONS S.S. OR
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Simpson Estates, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) /X /

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00

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Illinois, USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
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24.04%

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 14811101

Page 4 of 8 Pages

1 NAMES OF REPORTING PERSONS S.S. OR
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Patrick J. Herbert, III

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
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3 SEC USE ONLY

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00

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PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Illinois, USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 78,010
	8	SHARED VOTING POWER 4,931,766
	9	SOLE DISPOSITIVE POWER 2,509,377
	10	SHARED DISPOSITIVE POWER 1,021,254

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,009,776 (See Item 3)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
29.66%

14 TYPE OF REPORTING PERSON
IN

{W.B. & Co.}
Item 1. Security and Issuer

Common Stock, no par value. The names and titles of the principal executive officer of the issuer of such common stock are as follows:

G. Thomas McKane President and Chief Executive Officer Edward F. Culliton Vice President - Finance James A. Podojil Vice President - Controller Jerry M. Aufox Secretary - Legal Counsel

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All of the individuals named above have their principal office at 3400 North Wolf Road, Franklin Park, Illinois 60131.

Item 2. Identity and Background

- a. W.B. & Co.
- b. c/o Simpson Estates, 30 North LaSalle, Suite 1232 Chicago, Illinois 60602 c. NA d. Such reporting person has not been convicted in a criminal proceeding during the last five years.
- e. Such reporting person has not been a party to a civil proceedings of a judicial or administrative body of competent jurisdiction during the last five years.
- f. Illinois, USA

Item 3. Sources and Amount of Funds or Other Consideration

W.B. & Co. is a nominee partnership. Shares held by the reporting person were acquired by the transferors by purchase, inheritance, or gift.

On November 22, 2002, the reporting persons purchased \$12 million of Series A Cumulative Convertible Preferred Stock (the "Preferred Stock") from the issuer for cash. Generally, the Preferred Stock votes on an as-if converted basis based on a per share conversion price of \$6.69.

The number of shares beneficially owned includes 1,793,722 shares of common stock which would be received upon conversion of the Preferred Stock into common stock of the issuer. The Preferred Stock is convertible at any time into common stock of the issuer on a per share conversion price of \$6.69.

Item 4. Purpose of Transaction

The common stock of the issuer is being held by the reporting person for investment purposes only and the reporting person does not have any plans or proposals with respect to such common stock as enumerated in paragraphs (a) through (j) of Item 4.

Item 5. Interest in Securities of the Issuer.

- a. 4,060,904 shares of Common Stock, 24.04%
- b. The two general partners, Patrick J. Herbert, III and Simpson Estates, Inc. share the power to vote the reporting person's 4,060,904 shares of Common Stock. Patrick J. Herbert, III as either the trustee, custodian, or officer for the beneficial owners of

the shares held by the nominee, has the sole power to dispose of 2,509,377 shares held by the reporting person.

- c. None except as described herein.
- d. The beneficial owners of the shares held by the reporting person, which is a nominee partnership, have the right to receive dividends and profits from the sale of the Common Stock.
- e. NA

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{Simpson Estates, Inc.}

Item 1. Security and Issuer

Common Stock, no par value. The names and titles of the principal executive officer of the issuer of such common stock are as follows:

G. Thomas McKane President and Chief Executive Officer Edward
F. Culliton Vice President - Finance James A. Podojil Vice
President - Controller Jerry M. Aufox Secretary - Legal
Counsel

All of the individuals named above have their principal office at 3400 North Wolf Road, Franklin Park, Illinois 60131.

Item 2. Identity and Background

- a. Simpson Estates, Inc.
- b. 30 North LaSalle, Suite 1232
Chicago, Illinois 60602
- c. NA
- d. Such reporting person has not been convicted in a criminal proceeding during the last five years. e. Such reporting person has not been a party to a civil proceedings of a judicial or administrative body of competent jurisdiction during the last five years.
- f. Illinois, USA

Item 3. Sources and Amount of Funds or Other Consideration

Simpson Estates, Inc. is a corporation that serves as a general partner of W.B. & Co. Shares held by the reporting person were originally acquired by the transferors by purchase, inheritance, or gift.

On November 22, 2002, the reporting persons purchased \$12 million of Series A Cumulative Convertible Preferred Stock (the "Preferred Stock") from the issuer for cash. Generally, the Preferred Stock votes on an as-if converted basis based on a per share conversion price of \$6.69.

The number of shares beneficially owned includes 1,793,722 shares of common stock which would be received upon conversion of the Preferred Stock into common stock of the issuer. The Preferred Stock is convertible at any time into common stock of the issuer on a per share conversion price of \$6.69.

Item 4. Purpose of Transaction

The common stock of the issuer is being held by the reporting person for investment purposes only and the reporting person does not have any plans or proposals with respect to such common stock as enumerated in paragraphs (a) through (j) of Item 4.

Item 5. Interest in Securities of the Issuer.

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- a. 4,060,904 shares of Common Stock, 24.04%
- b. The reporting person, Simpson Estates, Inc., shares the power to vote 4,060,904 shares of Common Stock that are held by a nominee partnership of which the reporting person is a general partner.
- c. None except as described herein.
- d. The shares being reported by the reporting person are held by the reporting person as general partner in a nominee partnership. The beneficial owners of the shares have the right to receive dividends and profits from the sale of the Common Stock.
- e. NA

{Patrick J. Herbert, III}

Item 1. Security and Issuer

Common Stock, no par value. The names and titles of the principal executive officer of the issuer of such common stock are as follows:

G. Thomas McKane President and Chief Executive Officer Edward
F. Culliton Vice President - Finance James A. Podojil Vice
President - Controller Jerry M. Aufox Secretary - Legal
Counsel

All of the individuals named above have their principal office at 3400 North Wolf Road, Franklin Park, Illinois 60131.

Item 2. Identity and Background

- a. Patrick J. Herbert, III
- b. c/o Simpson Estates, 30 North LaSalle, Suite 1232 Chicago, Illinois 60602
- c. President, Simpson Estates, Inc.
- d. Such reporting person has not been convicted in a criminal proceeding during the last five years. e. Such reporting person has not been a party to a civil proceedings of a judicial or administrative body of competent jurisdiction during the last five years.
- f. Illinois, USA

Item 3. Sources and Amount of Funds or Other Consideration

The shares being reported are, except for those shares held directly, held by the reporting person as trustee, officer, custodian, or advisor for clients of Simpson estates, Inc. These shares were originally acquired by purchase, inheritance, or gift.

On November 22, 2002, the reporting persons purchased \$12 million of Series A Cumulative Convertible Preferred Stock (the "Preferred Stock") from the issuer for cash. Generally, the Preferred Stock votes on an as-if converted basis based on a per share conversion price of \$6.69.

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The number of shares beneficially owned includes 1,793,722 shares of common stock which would be received upon conversion of the Preferred Stock into common stock of the issuer. The Preferred Stock is convertible at any time into common stock of the issuer on a per share conversion price of \$6.69.

Item 4. Purpose of Transaction

The common stock of the issuer is being held by the reporting person for investment purposes only and the reporting person does not have any plans or proposals with respect to such common stock as enumerated in paragraphs (a) through (j) of Item 4.

Item 5. Interest in Securities of the Issuer.

- a. 5,009,776 shares of Common Stock, 29.66%
- b. The reporting person, Patrick J. Herbert, III, shares the power to vote 4,931,766 shares of Common Stock. Of these shares, 4,060,904 are held by a nominee partnership of which the reporting person is a general partner. The reporting person has the sole

power to vote 78,010 shares of Common Stock. The reporting person has sole dispositive power over 2,509,377 shares of Common Stock and shared dispositive power over 1,021,254 shares. The reporting person holds options to acquire 15,500 shares. These shares are included in the sole power to vote and sole power to dispose balances.

- c. None except as described herein.
- d. The shares being reported by the reporting person, except for those shares held directly, are held by the reporting person as trustee, officer, custodian, or advisor. The beneficial owners of the shares have the right to receive dividends and profits from the sale of the Common Stock.
- e. NA

Item 6. Contracts, Agreements, Understandings or Relationships with Respect to Securities of the Issuer.

Partnership Agreement.

Item 7. Material to be filed as Exhibits

Partnership Agreement.

Signature

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

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Date November 26, 2002

/s/ Patrick J. Herbert, III

Patrick J. Herbert, III

Simpson Estates, Inc.

By: /s/ Patrick J. Herbert, III

Patrick J. Herbert, III
President

Signed individually and as general
partners of W. B. & Co.