

Edgar Filing: LNR PROPERTY CORP - Form SC 13D/A

LNR PROPERTY CORP
Form SC 13D/A
March 24, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3
TO
SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Rule 13d-101)

LNR PROPERTY CORPORATION
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.10 PER SHARE
(Title of Class of Securities)

501940100
(CUSIP Number)

DAVID W. BERNSTEIN, ESQ.
CLIFFORD CHANCE US LLP
200 PARK AVENUE
NEW YORK, NEW YORK 10166
(212) 878-8000

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

MARCH 22, 2004
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

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CUSIP No. 501940100

13D

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

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MFA LIMITED PARTNERSHIP

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

3. SEC USE ONLY

4. SOURCES OF FUNDS
NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

7,855,297

9. SOLE DISPOSITIVE POWER

10. SHARED DISPOSITIVE POWER

7,855,297

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,855,297

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
26.9%

14. TYPE OF REPORTING PERSON
PN

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

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LMM FAMILY CORP.

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

3. SEC USE ONLY

4. SOURCES OF FUNDS
NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

9,304,497

9. SOLE DISPOSITIVE POWER

10. SHARED DISPOSITIVE POWER

9,304,497

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,304,497

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
31.8%

14. TYPE OF REPORTING PERSON
CO

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

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MARITAL TRUST I CREATED UNDER AMENDED AND RESTATED REVOCABLE TRUST AGREEMENT DATED JUNE 8, 2001

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

3. SEC USE ONLY

4. SOURCES OF FUNDS
NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

9,304,497

9. SOLE DISPOSITIVE POWER

10. SHARED DISPOSITIVE POWER

9,304,497

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,304,497

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

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

31.8%

14. TYPE OF REPORTING PERSON

OO

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CUSIP No. 501940100

13D

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

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THE MILLER CHARITABLE FUND, L.P.

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

3. SEC USE ONLY

4. SOURCES OF FUNDS

NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7. SOLE VOTING POWER

NUMBER OF 8. SHARED VOTING POWER
SHARES

BENEFICIALLY 1,449,200
OWNED BY

EACH 9. SOLE DISPOSITIVE POWER
REPORTING

PERSON WITH 10. SHARED DISPOSITIVE POWER

1,449,200

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,449,200

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

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

5.0%

14. TYPE OF REPORTING PERSON

PN

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ITEM 5. INTEREST IN SECURITIES OF ISSUER.

Item 5 is amended by adding at the end of the text responding to paragraphs (a) and (b) the following:

On March 22, 2004, the Partnership transferred 333,333 shares of common stock to The L.M. Jeffrey Miller Irrevocable Trust u/a 6/25/98. Therefore, for

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purposes of Section 13 under the Securities Exchange Act of 1934, as amended, (i) the Partnership is the beneficial owner, with shared voting and dispositive power, with regard to a total of 7,855,297 shares of common stock of the Company, (ii) the Fund is the beneficial owner, with shared voting and dispositive power, with regard to a total of 1,449,200 shares of common stock of the Company, and (iii) each of the Corporation and Marital Trust I is the beneficial owner, with shared voting and dispositive power, with regard to a total of 9,304,497 shares of common stock of the Company. Stuart Miller, who also is the beneficial owner of those 9,304,497 shares of common stock of the Company, has reported his ownership on a separate Schedule 13D.

Giving effect to the conversion into common stock of all the shares of Class B Common Stock beneficially owned, respectively, by the Partnership, the Fund, the Corporation and Marital Trust I, and based upon the information as to outstanding shares contained in the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2003 (19,924,051 shares of common stock), (i) the shares of common stock of which the Partnership is the beneficial owner constitute 26.9% of the outstanding shares of common stock, (ii) the shares of common stock of which the Fund is the beneficial owner constitute 5.0% of the outstanding shares of common stock, and (iii) the shares of common stock of which each of the Corporation and Marital Trust I is the beneficial owner constitute 31.8% of the outstanding shares of common stock.

Each share of Class B Common Stock entitles the holder to cast 10 votes, while each share of common stock entitles the holder to cast one vote. Therefore, the 9,304,497 shares of Class B Common Stock with regard to which the Corporation and Marital Trust I have shared voting power entitles the holder to cast a total of 93,044,970 votes, which is 79.1% of all the votes that may be cast at a meeting of the Company's stockholders.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit A - - Amended Joint Filing Agreement dated March 24, 2004.

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SIGNATURE

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

Dated: March 24, 2004

MARITAL TRUST I UNDER LEONARD MILLER
AMENDED AND RESTATED REVOCABLE TRUST
AGREEMENT DATED JUNE 8, 2001

By /s/ Stuart A. Miller

Stuart A. Miller, Trustee

LMM FAMILY CORPORATION

By /s/ Stuart A. Miller

Stuart A. Miller, President

MFA LIMITED PARTNERSHIP
By LMM FAMILY CORPORATION, General Partner

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By /s/ Stuart A. Miller

Stuart A. Miller, President

THE MILLER CHARITABLE FUND, L.P.

By: LMM Family Corp.

its Sole General Partner

By /s/ Stuart A. Miller

Name: Stuart A. Miller

Title: President

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