

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

LNR PROPERTY CORP  
Form SC 13D/A  
November 17, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

-----  
AMENDMENT NO. 6  
TO  
SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13D-1(A)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(A)

-----  
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

31 WEST 52ND STREET  
NEW YORK, NEW YORK 10019

(212) 878-8000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)  
-----

NOVEMBER 16, 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  
  
MFA LIMITED PARTNERSHIP

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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

NUMBER OF	7.	SOLE VOTING POWER
SHARES		
BENEFICIALLY	8.	SHARED VOTING POWER
OWNED BY		7,188,631
EACH	9.	SOLE DISPOSITIVE POWER
REPORTING		
PERSON WITH	10.	SHARED DISPOSITIVE POWER
		7,188,631

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,188,631

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
26.3%

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

8. SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH

9. SOLE DISPOSITIVE POWER  
EACH REPORTING

10. SHARED DISPOSITIVE POWER  
PERSON WITH 8,437,831

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,437,831

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
29.6%

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

NUMBER OF 7. SOLE VOTING POWER  
SHARES

BENEFICIALLY 8. SHARED VOTING POWER  
OWNED BY 8,437,831

EACH 9. SOLE DISPOSITIVE POWER  
REPORTING

PERSON WITH 10. SHARED DISPOSITIVE POWER  
8,437,831

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,437,831

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
29.6%

14. TYPE OF REPORTING PERSON  
OO

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON  
  
THE MILLER CHARITABLE FUND, L.P.
- 
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  
  
DELAWARE
- 
- |              |     |                          |
|--------------|-----|--------------------------|
| NUMBER OF    | 7.  | SOLE VOTING POWER        |
| SHARES       |     |                          |
| BENEFICIALLY | 8.  | SHARED VOTING POWER      |
| OWNED BY     |     | 1,249,200                |
| EACH         | 9.  | SOLE DISPOSITIVE POWER   |
| REPORTING    |     |                          |
| PERSON WITH  | 10. | SHARED DISPOSITIVE POWER |
|              |     | 1,249,200                |
- 
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,249,200
- 
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
  
[ ]
- 
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
5.9%
- 
14. TYPE OF REPORTING PERSON  
  
PN
-

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

On November 16, 2004, Stuart Miller transferred 200,000 shares of common stock to the Fund and in exchange the Fund transferred 200,000 shares of Class B common stock to Stuart Miller. Immediately thereafter, the Fund transferred those 200,000 shares of common stock to The Miller Family Foundation. Therefore, for 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 7,188,631 shares of Class B common stock of the Company, (ii) the Fund is the beneficial owner, with shared voting and dispositive power, with regard to a total of 1,249,200 shares of Class B 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 8,437,831 shares of Class B common stock of the Company. Stuart Miller 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 Quarterly Report on Form 10-Q for the quarter ended August 31, 2004 (20,094,779 shares of common stock), (i) the shares of common stock of which the Partnership is the beneficial owner constitute 26.3% of the outstanding shares of common stock, (ii) the shares of common stock of which the Fund is the beneficial owner constitute 5.9% 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 29.6% 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 8,437,831 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 84,378,310 votes, which is 71.6% 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 November 16, 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: November 16, 2004

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

By /s/ Stuart A. Miller

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Stuart A. Miller, Trustee

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LMM FAMILY CORPORATION

By /s/ Stuart A. Miller

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Stuart A. Miller, President

MFA LIMITED PARTNERSHIP

By LMM FAMILY CORPORATION, General Partner

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

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Name: Stuart A. Miller  
Title: President

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