

Edgar Filing: LINDSAY MANUFACTURING CO - Form SC 13D/A

LINDSAY MANUFACTURING CO
Form SC 13D/A
May 28, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 2) *

Lindsay Manufacturing Co.

(Name of Issuer)

Common Stock, \$1.00 Par Value

(Title of Class of Securities)

535555106

(CUSIP Number)

Roger Barton
5650 Yonge Street, 5th Floor
Toronto, Ontario M2M 4H5
(416) 730-5321

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

May 24, 2002

(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 that 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 [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 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).

Cusip No. 535555106

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1. Name of Reporting Person

Ontario Teachers' Pension Plan Board

2. Check the Appropriate Box if a Member of a Group (a)

(b)

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

Ontario, Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. Sole Voting Power

1,352,630

8. Shared Voting Power

0

9. Sole Dispositive Power

1,352,630

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,352,630

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

11.6%

14. Type of Reporting Person

EP

Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), Ontario Teachers' Pension Plan Board ("Teachers") hereby amends its Schedule 13D, dated December 6, 1999, as amended by Amendment No.1 dated April 10, 2002 (as amended, the "Schedule 13D"), relating to the Common Stock, par value \$1.00 per share (the "Shares"), of Lindsay Manufacturing Co. (the "Issuer"). Unless otherwise indicated, all capitalized terms used herein shall have the same meanings respectively ascribed to them in the Schedule 13D.

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Item 2. IDENTITY AND BACKGROUND.

Item 2 is hereby amended and restated in its entirety as follows:

(a) This Schedule 13D is being filed by Teachers.

(b) - (c) Teachers is an Ontario, Canada corporation, the principal business of which is the administration of a pension plan and management of a pension fund for Ontario teachers. The principal office and business address of Teachers is 5650 Yonge Street, 5th Floor, Toronto, Ontario M2M 4H5.

The name, residence or business address, and present principal occupation or employment of each director, executive officer and controlling person of Teachers is set forth in Schedule A hereto and is incorporated herein by reference.

(d) Neither Teachers nor, to the best of Teachers' knowledge, any of the entities or persons identified in this Item 2 and Schedule A hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither Teachers nor, to the best of Teachers' knowledge, any of the entities or persons identified in this Item 2 and Schedule A hereto has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the directors and the executive officers of Teachers listed on Schedule A hereto is a citizen of Canada.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a)-(d) of Item 5 are hereby amended and restated in their entirety as follows:

(a)-(b) At the close of business on May 24, 2002, Teachers beneficially owned 1,352,630 Shares pursuant to Rule 13d-3. Pursuant to information provided by the Issuer's 10-Q dated February 28, 2002, 11,706,279 Shares were outstanding as of the close of business April 10, 2002. Based on such information, the 1,352,630 Shares beneficially owned by Teachers represent approximately 11.6% of the Shares outstanding.

Teachers has sole voting and dispositive power over all of the 1,352,630 Shares beneficially owned by it.

Except as described above, neither Teachers nor, to the best knowledge of Teachers, any of the persons listed in Schedule A hereto beneficially owns any Shares.

(c) Neither Teachers nor, to the best of Teachers' knowledge, any of the persons listed in Schedule A hereto effected any transactions in the Shares in the past sixty days other than the following transactions which were effected by Teachers on either the New York Stock Exchange (the "NYSE") or through the OTC market:

| Date of Transaction | Number of Securities | Purchase (P) or Sale (S) | Price per Share (1) | Transaction Effected Through |
|---------------------|----------------------|--------------------------|---------------------|------------------------------|
| | | | | |

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| | | | | |
|-----------|--------|---|-------|------|
| 18-Apr-02 | 42,400 | S | 24.47 | OTC |
| 25-Apr-02 | 2,500 | S | 24.47 | NYSE |
| 30-Apr-02 | 14,100 | S | 24.47 | NYSE |
| 01-May-02 | 2,400 | S | 24.47 | NYSE |
| 02-May-02 | 10,000 | S | 24.47 | OTC |
| 02-May-02 | 11,900 | S | 24.47 | NYSE |
| 03-May-02 | 8,100 | S | 24.47 | OTC |
| 03-May-02 | 6,200 | S | 24.47 | NYSE |
| 13-May-02 | 3,000 | S | 24.47 | NYSE |
| 14-May-02 | 12,600 | S | 24.47 | NYSE |
| 24-May-02 | 15,000 | S | 23.97 | OTC |
| 24-May-02 | 35,000 | S | 23.97 | NYSE |

(1) Transactions were effected in U.S. dollars and are net of commissions.

(d) Not Applicable.

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.

DATED: May 28, 2002

ONTARIO TEACHERS' PENSION PLAN
BOARD, an Ontario, Canada corporation

By: /s/ Roger Barton

Name: Roger Barton
Title: Vice President, General Counsel
And Secretary

SCHEDULE A

Executive Officers, Controlling Persons and Directors of Teachers, each of whom is a citizen of Canada.

| Name | Residence or Business Address | Principal Occupation or Employment |
|---------------------------------|--|--|
| ---- | ----- | ----- |
| Claude Lamoureux | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | President and Chief Executive Officer of Teachers |
| Robin Korthals (Chairperson) | Royal Trust Tower Toronto Dominion Centre 77 King Street West Suite 4545 Toronto, Ontario M5K 1K2 | Chair |

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| | | |
|------------------------------------|---|---|
| Jalynn Bennett (Director) | 247 Davenport Road Suite 303 Toronto, Ontario M5R 1J9 | President of Jalynn H. Bennett Associates, a strategic planning consulting firm whose principal business address and office are the same as for Ms. Bennett |
| Ann Finlayson (Director) | 440 Markham Street Toronto, Ontario M6G 2L2 | Self-employed journalist, speaker, freelance editor and consultant |
| Lucy Greene (Director) | 1736 Caughey Lane Penetang, Ontario L9M 1X4 | Retired Human Resources Executive for Sun Life Assurance Company of Canada |
| Geof Clarkson (Director) | P.O. Box 251 Toronto-Dominion Centre Toronto, Ontario M5K 1J7 | Retired Partner with Ernst & Young |
| Gary Porter (Director) | 820-439 University Ave. Toronto, Ontario M5G 1Y8 | Self-employed Chartered Accountant |
| Ralph Lean, Q.C. (Director) | Cassels Brock & Blackwell 40 King Street West Suite 2200 Toronto, Ontario M5H 3C2 | Corporate & Commercial Lawyer |
| John S. Lane, C.F.A. (Director) | 77 Dawlish Avenue Toronto, Ontario M4N 1H2 | Retired Senior Vice President, Investments Sun Life Assurance Company of Canada |
| Guy Matte (Director) | 681, chemin Belfast Ottawa, Ontario K1G 0Z4 | Retired Senior Vice President of Investments for Sun Life Assurance Company of Canada |
| Robert Bertram | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Executive Vice President, Investments of Teachers |
| Allan Reesor | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Executive Vice President, Member Services and Chief Information Officer of Teachers |
| John Brennan | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, Human Resources and Public Affairs of Teachers |
| Andrew Jones | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, Finance of Teachers |
| Peter Maher | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, Audit Services of Teachers |

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|-------------------|---|---|
| Roger Barton | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, General Counsel and Secretary of Teachers |
| Rosemarie McClean | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, Client Services of Teachers |
| Morgan McCague | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Senior Vice President, Quantitative Investments of Teachers |
| Marcus Dancer | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, Quantitative Investments of Teachers |
| Neil Petroff | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Senior Vice President, Fixed Income, International Equities and Foreign Exchange of Teachers |
| Brian Gibson | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Senior Vice President, Active Equities of Teachers |
| Dean Metcalf | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, Merchant Banking of Teachers |
| Leo de Bever | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Senior Vice President, Research & Economics of Teachers |
| Russ Bruch | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, Research & Economics of Teachers |
| Phil Nichols | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, MIS Member Services of Teachers |
| Sean Rogister | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, Fixed Income of Teachers |
| Barbara Zvan | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, Asset Mix & Risk Management, Research & Economics of Teachers |
| Wayne Kozun | 5650 Yonge Street | Vice President, TAA & Real |

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| | | |
|----------------|---|---|
| | 5th Floor Toronto, Ontario M2M-4H5 | Return, Research & Economics of Teachers |
| Bruce Ford | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, International Equity Indices & Foreign Exchange |
| Jim Leech | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Senior Vice President, Merchant Banking of Teachers |
| Mark MacDonald | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, Merchant Banking of Teachers |
| Ron Mock | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, Alternative Investments of Teachers |
| Lee Sienna | 5650 Yonge Street 5th Floor Toronto, Ontario M2M-4H5 | Vice President, Merchant Banking of Teachers |