

Edgar Filing: INTERGRAPH CORP - Form SC 13G/A

INTERGRAPH CORP
Form SC 13G/A
March 14, 2002

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

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934

Amendment No.: 1

Name of Issuer: Intergraph Corp.

Title of Class of Securities: Common Stock, \$.10 par value

CUSIP Number: 458683109

(Date of Event Which Requires Filing of this Statement)

March 5, 2002

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)
/X/ 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP Number: 458683109

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1. Name of Reporting Person
I.R.S. Identification No. of Above Person

Michael Lowenstein

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

- a.
b. X

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of Shares Beneficially Owned by Each Reporting Person
With:

5. Sole Voting Power:

0

6. Shared Voting Power:

2,558,680

7. Sole Dispositive Power:

0

8. Shared Dispositive Power:

2,558,680

9. Aggregate Amount Beneficially Owned by Each Reporting
Person

2,558,680

10. Check Box if the Aggregate Amount in Row (9) Excludes
Certain Shares

-2-

11. Percent of Class Represented by Amount in Row (9)

5.14%

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12. Type of Reporting Person

IN

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CUSIP Number: 458683109

1. Name of Reporting Person
I.R.S. Identification No. of Above Person

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Thomas J. Coleman

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

- a.
- b. X

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of Shares Beneficially Owned by Each Reporting Person
With:

5. Sole Voting Power:

72,000

6. Shared Voting Power:

2,558,680

7. Sole Dispositive Power:

72,000

8. Shared Dispositive Power:

2,558,680

9. Aggregate Amount Beneficially Owned by Each Reporting
Person

2,630,680

10. Check Box if the Aggregate Amount in Row (9) Excludes
Certain Shares

-4-

11. Percent of Class Represented by Amount in Row (9)

5.30%

12. Type of Reporting Person

IN

-5-

Item 1(a) Name of Issuer: Intergraph Corp.

(b) Address of Issuer's Principal Executive Offices:

One Madison Industrial Park
IW 2000
Huntsville, AL 35899-0001

Item 2(a) - (c). Name, Principal Business Address, and

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Citizenship of Persons Filing:

Michael Lowenstein
Thomas J. Coleman
c/o Kensico Capital LLC
Kensico Capital Management Corp.
200 Park Avenue - Suite 3300
New York, New York 10017

- (d) Title of Class of Securities: Common Stock, \$.10 par value
- (e) CUSIP Number: 458683109

Item 3. If this statement is filed pursuant to Rule 13d-1(b)(1) or 13d-2(b) or (c) check whether the person filing is:

- (a) / / Broker or dealer registered under Section 15 of the Act,
- (b) / / Bank as defined in Section 3(a)(6) of the Act,
- (c) / / Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) / / Investment Company registered under Section 8 of the Investment Company Act,
- (e) / / Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,
- (f) / / Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund,
- (g) / / Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G),

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- (h) / / Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) / / Church plan excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act,
- (j) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

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If this statement is filed pursuant to Rule 13d-1(c), check this box. /X/

Item 4. Ownership.

(a) Amount Beneficially Owned: 2,558,680 shares beneficially owned by Michael Lowenstein; 2,630,680 shares beneficially owned by Thomas J. Coleman

(b) Percent of Class: 5.14% by Michael Lowenstein; 5.3% by Thomas J. Coleman

(c) Michael Lowenstein: 2,558,680 shares with shared power to vote or to direct the vote; 0 shares with sole power to vote or to direct the vote; 2,558,680 shares with shared power to dispose or to direct the disposition of; 0 shares with the sole power to dispose or to direct the disposition of

Thomas J. Coleman: 2,558,680 shares with shared power to vote or to direct the vote; 72,000 shares with sole power to vote or direct the vote; 2,558,680 shares with shared power to dispose or to direct the disposition of; 72,000 shares with the sole power to dispose or to direct the disposition of

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

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of the Group.

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N/A

Item 10.

Certification for Rule 13d-1(c): By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

/s/ Michael Lowenstein

Michael Lowenstein

March 11, 2002

Date

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AGREEMENT

The undersigned agree that this Schedule 13G Amendment No. 1 dated March 5, 2002 relating to the Common Stock of Intergraph Corp shall be filed on behalf of the undersigned.

MICHAEL LOWENSTEIN

By: /s/ Michael Lowenstein

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Michael Lowenstein

THOMAS J. COLEMAN

By: /s/ Thomas J. Coleman

Thomas J. Coleman

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