DELUXE CORP Form SC 13G/A February 14, 2002

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

SCHEDULE 13G

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

Deluxe Corporation
(Name of Issuer)
Common Stock, par value \$1.00 per share
(Title of Class of Securities)
248019101
(CUSIP Number)
December 31, 2001
(Date of Event Which Requires Filing of this Statement)
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

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

for any subsequent amendment containing information which would alter the

disclosures provided in a prior cover page.

Notes).

Person Authorized to Receive Notices and Communications:

Janice V. Sharry, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202
(214) 651-5562

SCHEDULE 13G

CUSIP No	- 248019101			Page 2 of 9 Page	
1	NAME OF REPORT		F ABOVE PERSON (ENTIT	IES ONLY)	
	ESL Partners 22-2875193	, L.P., a Del	aware limited partner	ship 	
2	CHECK THE APPR	E APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X] (b) [ ]			
3	SEC USE ONLY				
4	CITIZENSHIP OR	PLACE OR ORG	ANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
			4,308,219		
N	JUMBER OF	6	SHARED VOTING POWE	R	
SHARES BENEFICIALLY			0		
	OWNED BY EACH	7	SOLE DISPOSITIVE P	 OWER	
F	REPORTING PERSON		4,308,219		
	WITH	8	SHARED DISPOSITIVE	POWER	
			0		
9	AGGREGATE AMOU	 NT BENEFICIAL	LY OWNED BY EACH REPO	 RTING PERSON	
	6,295,000				
10	CHECK BOX IF T	HE AGGREGATE	AMOUNT IN ROW (9) EXC	LUDES CERTAIN	
11	PERCENT OF CLA	SS REPRESENTE	D BY AMOUNT IN ROW (9	)	
	9.49%				
12	TYPE OF REPORT	ING PERSON			
	PN				

CUSIP No	248019101		Page 3 of 9 Pages	
1		RTING PERSON IFICATION NO. OF ABOVE PERSON (ENTI	TIES ONLY)	
2	CHECK THE API	PROPRIATE BOX IF A MEMBER OF A GROU	(a) [X] (b) []	
3	SEC USE ONLY			
4	CITIZENSHIP (	OR PLACE OR ORGANIZATION		
	Bermuda			
		5 SOLE VOTING POWER		
		835,972		
N	UMBER OF	6 SHARED VOTING POW	ER	
BEI	SHARES NEFICIALLY	0		
(	OWNED BY - EACH	7 SOLE DISPOSITIVE	 POWER	
RI	EPORTING PERSON			
	WITH -	835,972		
		8 SHARED DISPOSITIV	E POWER	
		0		
9	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REP	ORTING PERSON	
	6,295,000			
10	CHECK BOX IF SHARES	THE AGGREGATE AMOUNT IN ROW (9) EX	CLUDES CERTAIN	
11	PERCENT OF C	LASS REPRESENTED BY AMOUNT IN ROW (	9)	
	9.49%			
12	TYPE OF REPOR	RTING PERSON		
	CO			
CUSIP No	248019101		Page 4 of 9 Pages	

1		NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
	ESL Instit 06-1456821		L.P., a Delaware limit	ed partnership	
2	CHECK THE AP	PROPRIATE BOX IF A	MEMBER OF A GROUP	(a) [X] (b) []	
3	SEC USE ONLY				
4	CITIZENSHIP	OR PLACE OR ORGANI	ZATION		
	Delaware				
		5 :	SOLE VOTING POWER		
			151,074		
N	IUMBER OF	6	SHARED VOTING POWER		
BE	SHARES INEFICIALLY		0		
T-	OWNED BY EACH	7	SOLE DISPOSITIVE POWER	₹	
r	REPORTING PERSON		151,074		
WITH		8 SHARED DISPOSITIVE POWER			
			0		
9	AGGREGATE AM	OUNT BENEFICIALLY	OWNED BY EACH REPORTIN	NG PERSON	
10		THE AGGREGATE AMO	UNT IN ROW (9) EXCLUDE	ES CERTAIN	
11		LASS REPRESENTED B	Y AMOUNT IN ROW (9)		
	9.49% 				
12	TYPE OF REPO	RTING PERSON			
	PN 				
	- 248019101		 Paç		

1	NAME OF REPORTING PERSON  I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  ESL Investors, L.L.C.				
	13-4095958	8 			
2	CHECK THE A	PPROPRIATE BOX IF	A MEMBER OF A GROUP	(a) [X] (b) [ ]	
3	SEC USE ONLY	Y			
4	CITIZENSHIP OR PLACE OR ORGANIZATION				
	Delaware				
		5	SOLE VOTING POWER		
			999 <b>,</b> 735		
	NUMBER OF SHARES	6	SHARED VOTING POWE	R	
	BENEFICIALLY		0		
	OWNED BY EACH	7	SOLE DISPOSITIVE P	OWER	
REPORTING PERSON WITH	PERSON		999,735		
	WIII	8	SHARED DISPOSITIVE	POWER	
			0		
9	AGGREGATE AN	 MOUNT BENEFICIALL	Y OWNED BY EACH REPO	RTING PERSON	
	6,295,000				
10	CHECK BOX II SHARES	F THE AGGREGATE A	MOUNT IN ROW (9) EXC	LUDES CERTAIN	
11	PERCENT OF (	 CLASS REPRESENTED	BY AMOUNT IN ROW (9	)	
	9.49%				
12	2 TYPE OF REPORTING PERSON				
	00				
				Page 6 of 9 Pages	
Item 1(a	Name of	Issuer:			
	Deluxe (	Corporation			
Item 1(b	) Address	of Issuer's Prin	cipal Executive Offi	ces:	

3680 Victoria Street North St. Paul, Minnesota 55126-1966 Item 2(a) Names of Persons Filing: ESL Partners, L.P. ESL Limited ESL Institutional Partners, L.P. ESL Investors, L.L.C. Item 2(b) Addresses of Principal Business Offices: ESL Partners, L.P., ESL Institutional Partners, L.P., and ESL Investors, L.L.C.: One Lafayette Place Greenwich, CT 06830 ESL Limited Hemisphere House 9 Church Street Hamilton, Bermuda Item 2(c) Citizenship: ESL Partners, L.P. -- Delaware ESL Limited -- Bermuda ESL Institutional Partners, L.P. -- Delaware ESL Investors, L.L.C. -- Delaware Item 2(d) Title of Class of Securities: Common Stock, par value \$1.00 per share CUSIP Number: Item 2(e) 248019101 Page 7 of 9 Pages Item 3 Status of Persons Filing: (a) [ ] Broker or dealer registered under section 15 of the Act (15 U.S.C. 780); [ ] Bank as defined in section 3(a)(6) of the Act (15 (b) U.S.C. 78c); (c) [ ] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c); (d) [ ] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); (e) [ ] An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);

- (f) [] An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [ ] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

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(a) Amount Beneficially Owned: 6,295,000 shares of Common Stock, par value \$1.00 per share.

> This statement is filed on behalf of a group consisting of ESL Partners, L.P., a Delaware limited partnership ("ESL"), ESL Limited, a Bermuda corporation ("Limited"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), and  ${\tt ESL}$ Investors, L.L.C., a Delaware limited liability company ("Investors") sometimes referred to collectively as the "ESL Reporting Group." The general partner of ESL is RBS Partners, L.P. (the "General Partner"). The general partner of the General Partner of ESL is ESL Investments, Inc., a Delaware corporation. ESL Investment Management, LLC, a Delaware limited liability company ("ESLIM"), is the investment manager of Limited. RBS Investment Management, LLC, a Delaware limited liability company ("RBSIM") is the general partner of Institutional. RBS Partners, L.P. is the manager of Investors. In the aforementioned capacities, ESL, Limited, Institutional, and Investors each may be deemed to be the beneficial owner of the shares of Deluxe Corporation common stock beneficially owned by the other members of the group.

As of December 31, 2001: (i) ESL was the record owner of 4,308,219 shares of common stock of Deluxe Corporation; (ii) Limited was the record owner of 835,972 shares of common stock of Deluxe Corporation; (iii) Institutional was the record owner of 151,074 shares of common stock of Deluxe Corporation; and (iv) Investors was the record owner of 999,735 shares of common stock of Deluxe Corporation.

(b) Percent of Class: 9.49%.

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(c) Number of shares as to which each person has:

(i) sole power to vote or to direct the vote:

(ii) shared power to vote or to direct the vote: 0.

See Item 5 of each cover page.

(iii) sole power to dispose or to direct the disposition of:

See Item 7 of each cover page.

(iv) shared power to dispose or to direct the disposition of: 0.

Not applicable.

Item 6 Ownership of More than 5% on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary which

Acquired the Security Being Reported on By the Parent Holding

Company:

Not applicable

Item 8 Identification and Classification of Members of the Group:

See Item 4(a).

Not applicable

Item 10 Certification:

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.

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#### 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.

Date: February 14, 2002

ESL PARTNERS, L.P.

By: RBS Partners, L.P., its general partner By: ESL Investments, Inc., its general partner

By: /s/ Edward S. Lampert

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Edward S. Lampert

Chairman

ESL LIMITED

By: ESL Investment Management, LLC,

its investment manager

By: /s/ Edward S. Lampert

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Edward S. Lampert Managing Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC,

its general partner

By: /s/ Edward S. Lampert

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Edward S. Lampert Managing Member

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., its manager

By: ESL Investments, Inc., its general partner  $\,$ 

By: /s/ Edward S. Lampert

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Edward S. Lampert

Chairman

EXHIBIT INDEX

EXHIBIT

NUMBER DESCRIPTION

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Joint Filing Agreement, dated as of September 18, 2000, entered into by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., and ESL Investors, L.L.C. (incorporated herein by reference to Exhibit 1 to Amendment No. 1 to Schedule 13G filed September 18, 2000).