

PRICE LEGACY CORP  
Form SC 13G/A  
November 07, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Price Legacy Corporation

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(Name of Issuer)

Common Stock

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(Title of Class and Securities)

74144P106

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(CUSIP Number of Class of Securities)

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

/X/ Rule 13d-1(b)  
/ / 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 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).

(Continued on following page(s))

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CUSIP No. 74144P106

13G

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(1) NAMES OF REPORTING PERSONS  
Southeastern Asset Management, Inc. I.D. No. 62-0951781

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

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Tennessee

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH )

: (5) SOLE VOTING POWER  
: (Discretionary Accounts)  
: 0 shares

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: (6) SHARED OR NO VOTING POWER  
0 shares

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: (7) SOLE DISPOSITIVE POWER  
(Discretionary Accounts)  
: 0 shares

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: (8) SHARED DISPOSITIVE POWER  
: 0 shares

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
(Discretionary & Non-discretionary Accounts)  
0 shares

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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.0 %

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(12) TYPE OF REPORTING PERSON  
IA

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CUSIP No. 74144P106

13G

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(1) NAMES OF REPORTING PERSONS  
Longleaf Partners Realty Fund I.D. No. 62-1616883

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

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION

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Massachusetts Business Trust

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (5) SOLE VOTING POWER  
:  
: None

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: (6) SHARED OR NO VOTING POWER  
  
0 shares (shared)

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: (7) SOLE DISPOSITIVE POWER  
  
: 0 shares

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: (8) SHARED DISPOSITIVE POWER  
  
: 0 shares (Shared)

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
0 shares

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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.0 %

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(12) TYPE OF REPORTING PERSON  
IV

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CUSIP No. 74144P106

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(1) NAMES OF REPORTING PERSONS  
O. Mason Hawkins I.D. No. 257-72-3256

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

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Citizen of United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (5) SOLE VOTING POWER  
: (Discretionary Accounts)  
: 0 shares

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: (6) SHARED VOTING POWER  
  
: 0 shares

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: (7) SOLE DISPOSITIVE POWER  
  
: 0 shares

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: (8) SHARED DISPOSITIVE POWER

: 0 shares

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None (See Item 3 )

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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.0%

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(12) TYPE OF REPORTING PERSON  
IN

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The purpose of this filing is to disclose that the filing parties have disposed of all Securities of the Issuer, Price Legacy Corporation. The face pages and Item 4 are accordingly hereby amended to disclose that no Securities are now owned.

Item 4. Ownership:

(a). Amount Beneficially Owned: (At 10/31/01)  
0 shares

(b). Percent of Class:  
0.0 %

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

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

0 shares

(ii). shared or no power to vote or to direct the vote:

Shared - 0 shares.

No Power to Vote - 0 shares.

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

0 shares

(iv). shared or no power to dispose or to direct the  
disposition of:

Shared - 0 shares

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No Power - 0 shares.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signatures

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

Dated: November 7, 2001

Southeastern Asset Management, Inc.

By /s/ Charles D. Reaves

Charles D. Reaves

\_\_\_\_\_  
Vice President and General Counsel

Longleaf Partners Realty Fund  
By: Southeastern Asset Management, Inc.

By /s/ Charles D. Reaves

Charles D. Reaves

\_\_\_\_\_  
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins  
\_\_\_\_\_

Joint Filing Agreement

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G. In evidence thereof, the undersigned hereby execute this Agreement as of November 7, 2001.

Southeastern Asset Management, Inc.

By /s/ Charles D. Reaves

Charles D. Reaves

\_\_\_\_\_  
Vice President and General Counsel

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Longleaf Partners Realty Fund  
By: Southeastern Asset Management, Inc.

By /s/ Charles D. Reaves

Charles D. Reaves

\_\_\_\_\_  
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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