

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1999-09-10**
SEC Accession No. **0000950131-99-005267**

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SUBJECT COMPANY

BENTON OIL & GAS CO

CIK: **845289** | IRS No.: **770196707** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-40996** | Film No.: **99709036**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
1145 EUGENIA PL
STE 200
CARPINTERIA CA 93013

Business Address
6267 CARPINTERIA AVE.
SUITE 200
CARPINTERIA CA 93013
8055665600

FILED BY

HEARTLAND ADVISORS INC

CIK: **937394** | IRS No.: **391078128** | State of Incorporation: **WI** | Fiscal Year End: **0930**
Type: **SC 13G/A**

Mailing Address
790 NORTH MILWAUKEE
STREET
MILWAUKEE WI 53202

Business Address
790 NORTH MILWAUKEE
STREET
MILWAUKEE WI 53202
4142897840

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1) *

BENTON OIL AND GAS COMPANY
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

083288100
(CUSIP Number)

August 31, 1999
(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)
- Rule 13d-(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).

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,070,800

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.4%

12 TYPE OF REPORTING PERSON

IA

CUSIP NUMBER 083288100

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Item 1.

(a) Name of Issuer: Benton Oil and Gas Company

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

6267 Carpinteria Avenue, Suite 200
Carpinteria, CA 93013

Item 2.

(a) Name of Person Filing: Heartland Advisors, Inc.

(b) Address of Principal Business Office:

Heartland Advisors, Inc.
790 North Milwaukee Street
Milwaukee, WI 53202

(c) Citizenship: Heartland Advisors is a Wisconsin corporation.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 083288100

Item 3. If this statement is filed pursuant to (S) (S) 240.13d-1(b) or 240.13d-

2(b) or (c), check whether the person filing is a:

- (a) _____ Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) _____ Bank as defined in Section 3(a)(6) of the Act (15 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 (S) 240.13d-1(b)(1)(ii)(E);

- (f) _____ An employee benefit plan or endowment fund in accordance with (S)240.13d-1(b)(1)(ii)(F).
- (g) _____ A parent holding company or control person in accordance with (S)240.13d-1(b)(ii)(G);
- (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 (S)240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to (S)240.13d-1(c), check this box [].

Item 4. Ownership.

(a) Amount beneficially owned:

3,070,800 shares may be deemed beneficially owned within the meaning of Rule 13d-3 of the Securities Exchange Act of 1934 by Heartland Advisors, Inc.

(b) Percent of Class:

10.4%

(c) For information on voting and dispositive power with respect to the above listed shares, see Items 5-8 of the Cover Page.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6. Ownership of more than Five Percent on Behalf of Another

Person.

The shares of common stock to which this Schedule relates are held in investment advisory accounts of Heartland Advisors, Inc. As a result, various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities. No such account is known to have such an interest relating to more than 5% of the class.

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.

Not Applicable.

Item 9. Notice of Dissolution of Group.

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 acquired and are held in the ordinary course of business and 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.

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: September 3, 1999

HEARTLAND ADVISORS, INC.

By: PATRICK J. RETZER
Patrick J. Retzer
Senior Vice President