

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: **1996-02-08**
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SUBJECT COMPANY

PHOENIX RESOURCE COMPANIES INC

CIK: **97483** | IRS No.: **951927105** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-31971** | Film No.: **96513266**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
6525 N MERIDIAN AVENUE
SUITE 102
OKLAHOMA CITY OK
73116-1491

Business Address
6525 N MERIDIAN AVE
SUITE 102
OKLAHOMA CITY OK
73116-1491
4057285100

FILED BY

METROPOLITAN LIFE INSURANCE CO/NY

CIK: **728618** | IRS No.: **135581829** | State of Incorporation: **NY** | Fiscal Year End: **0930**
Type: **SC 13G/A**
SIC: **6411** INSURANCE AGENTS, BROKERS & SERVICE

Mailing Address
ONE MADISON AVENUE LAW
DEPARTMENT
NEW YORK NY 10010-3690

Business Address
ONE MADISON AVE
NEW YORK NY 10010
2125785914

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Phoenix Resource Companies, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

71891320

(CUSIP Number)

Check the following box if a fee is being paid with this statement . (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d - 7.)

* The remainder of the 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).

(Continued on following page(s))

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Metropolitan Life Insurance Company
(I.R.S. NO. 13-5581829)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) Not applicable.
(b) Not applicable.

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
A New York corporation.

5. SOLE VOTING POWER
1,947,760

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

6. SHARED VOTING POWER
- 0 -

7. SOLE DISPOSITIVE POWER
1,947,760

8. SHARED DISPOSITIVE POWER
- 0 -

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,947,760

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12.48%

12. TYPE OF REPORTING PERSON*
HC, IC

Item 1 (a). Name of Issuer
Phoenix Resource Companies, Inc.

Item 1 (b). Address of Issuer's Principal
Office:
6525 North Meridian
Oklahoma City, OK 73116-1491

Item 2 (a). Name of Person Filing
Metropolitan Life Insurance Company
By Jane C. Weinberg, Associate General
Counsel.

Item 2 (b) Address of Principal Business
Office:
One Madison Avenue
New York, New York 10010.

Item 2 (c). Citizenship
A New York corporation.

Item 2 (d). Title of Class of Securities
Common Stock

Item 2 (e). CUSIP Number
71891320

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

(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 Section 240.13d-1(b) (ii) (G) (Note: See Item
7).

(h) Group, in accordance with Section
240.13d-1 (b) (1) (ii) (H)

SCHEDULE 13G

Item 4. Ownership.

If the percent of the class owned, as of December 31 of the year covered by the statement, or as of the last day of any month described in Rule 13d-1(b) (2), if applicable, exceeds five percent, provide the following information as of that date and identify those shares which there is a right to acquire.

- (a) Amount Beneficially Owned: 1,947,760
- (b) Percent of Class: 12.48%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 1,947,760
 - (ii) shared power to vote or to direct the vote: -0-
 - (iii) sole power to dispose or to direct the disposition of: 1,947,760
 - (iv) shared power to dispose or to direct the disposition of: -0-

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.
Not applicable.

SCHEDULE 13G

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company: State Street Research and Management Company, Inc. an Investment Adviser registered under Section 203 of the Investment Advisers Act, is the beneficial owner of 1,919,160 shares of the securities reported upon in Item 4(a) hereof.

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 in the ordinary course of business and were not acquired for the purpose of 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 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: February 6, 1996

Signature: /s/ Jane C. Weinberg

Jane C. Weinberg

Associate General Counsel