

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities

Filing Date: **1998-07-22**
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SUBJECT COMPANY

RDO EQUIPMENT CO

CIK: **1023902** | IRS No.: **450306084** | State of Incorporation: **ND** | Fiscal Year End: **0131**
Type: **SC 13D** | Act: **34** | File No.: **005-50427** | Film No.: **98669619**
SIC: **5080** Machinery, equipment & supplies

Business Address
2829 SOUTH UNIVERSITY DR
FARGO ND 58109-7160
7012377363

FILED BY

TWEEDY BROWNE CO LLC

CIK: **728086** | IRS No.: **133381587** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **SC 13D**

Mailing Address
52 VANDERBILT AVENUE
NEW YORK NY 10017

Business Address
52 VANDERBILT AVE
NEW YORK NY 10017
2129160600

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No.) *
of
Tweedy, Browne Company LLC

SCHEDULE 13D
(Amendment No.) *
of
TBK Partners, L.P.

Under the Securities Exchange Act of 1934

RDO EQUIPMENT CO.
(Name of Issuer)

Class A Common Stock, Par Value \$.01 Per Share
(Title of Class of Securities)

749413100
(CUSIP Number)

John D. Spears
52 Vanderbilt Avenue
New York, New York 10017
(212) 916-0600
(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

JULY 17, 1998
(Date of Event which Required Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box [].

Check the following box if a fee is paid with the statement []. (A fee is not required only if the reporting 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 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 disclosures provided in a prior cover page.

The information required on 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 the provisions of the Act (however, see the Notes).

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Schedule 13D

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CUSIP NO. 749413100

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

Tweedy, Browne Company LLC ("TBC")

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / .
(b) /X/ .

3. SEC USE ONLY

4. SOURCE OF FUNDS*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(E) / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER. TBC has sole voting power with respect to 487,135 shares held in certain TBC Accounts (as hereinafter defined). Additionally, certain of the general partners of TBC may be deemed to have sole power to vote certain shares as more fully set forth herein.

	8. SHARED VOTING POWER
	0 shares

	9. SOLE DISPOSITIVE POWER
	0 shares, except that certain of the general partners of TBC may be deemed to have sole power to dispose of certain shares as more fully set forth herein.

	10. SHARED DISPOSITIVE POWER
	489,500 shares held in accounts of TBC (as herein defined)

11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	489,500 shares

12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES* /X/.

13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
	8.54%

14.	TYPE OF REPORTING PERSON*
	BD, IA & OO

*SEE INSTRUCTION BEFORE FILLING OUT

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

TBK, Partners, L.P. ("TBK")

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /.
(b) /X/.

3. SEC USE ONLY

4. SOURCE OF FUNDS*

00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2 (d) OR 2 (E) / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER. 75,000 shares, except that the general
partners in TBK, solely by reason of their positions as
such, may be deemed to have shared power to vote these
shares

8. SHARED VOTING POWER

0 shares

9. SOLE DISPOSITIVE POWER

75,000 shares, except that certain of the general
partners in TBK, solely by reason of their positions as
such, may be deemed to have power to vote these shares.

10. SHARED DISPOSITIVE POWER

0 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,000 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES* / /.

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.31%

14. TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT

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PRELIMINARY NOTE

This Statement on Schedule 13D is being filed because the filing persons may be deemed to be members of a group comprised of Tweedy, Browne Company LLC ("TBC") and TBK Partners, L.P. ("TBK"), which group may be deemed to be the beneficial owner in the aggregate of in excess of 5% of the Class A Common Stock of RDO Equipment Co. However, the filing of this Schedule 13D should not be deemed an admission that TBC and TBK comprise a group within the meaning of Section 13(d)(3) of the Securities and Exchange Act of 1934, as amended (the "Act").

ITEM 1. SECURITY AND ISSUER

This Schedule 13D relates to the Class A Common Stock, \$0.01 par value (the "Common Stock"), of RDO Equipment Co. (the "Company"), which, to the best knowledge of the persons filing this Schedule 13D, is a company organized under the laws of Delaware, with its principal executive offices located at 2829 South University Drive, Fargo, North Dakota 58103.

ITEM 2. IDENTITY AND BACKGROUND

(a) The persons filing this Schedule 13D are (i) Tweedy, Browne Company LLC ("TBC"), a Delaware limited liability company, and (ii) TBK Partners, L.P. ("TBK"), a Delaware limited partnership. Annexed as Exhibit 99.1, which is incorporated by reference herein, is an agreement between TBC and TBK that this Schedule 13D is filed on behalf of each of them. The filing of this Schedule 13D should not be deemed an admission that TBC and TBK comprises a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934 (the "Act").

This Schedule 13D contains information regarding shares of Common Stock that may be deemed to be beneficially owned by TBC. Such shares are held in the accounts of various customers of TBC, with respect to which accounts TBC has

investment discretion (the "TBC Accounts"), and with respect to some of which it has obtained sole or shared voting power.

The general partners of TBK are Christopher H. Browne, William H. Browne, Thomas P. Knapp and John D. Spears. (the "General Partners"). The members of TBC are Christopher H. Browne, William H. Browne, John D. Spears, Thomas H. Shrager, Robert Q. Wyckoff, Jr. and Holdings (the "Members"). By reason of their positions as such, the members of TBC may be deemed to control TBC and the general partners of TBK may be deemed to control TBK.

(b) The business address of each of TBC and TBK and the General Partners is 52 Vanderbilt Avenue, New York, New York 10017.

(c) TBC is engaged primarily in the business of a securities broker and dealer and investment adviser, is registered as a broker-dealer and investment adviser with the Securities and Exchange Commission, and is a member of the National Association of Securities Dealers, Inc.

TBK is a private investment partnership and is currently, and at all relevant times was, engaged primarily in the business of investing in securities for its own account.

The present principal occupation of each of the General Partners is serving as such for TBK. The present principal occupation of Thomas P. Knapp is serving as a general partner in TBK. The present principal occupation of the Members of TBC is serving as such. Holdings is wholly owned by Affiliated Managers Group, Inc., a Boston-based holding company which makes equity investments in investment management firms, in which management personnel retain a significant interest in the profits of the business. The principal business address of each of TBC and TBK is set forth above.

(d) None of TBC, TBK, Thomas P. Knapp, nor any General Partner or Member has, during the last five years, been convicted in any criminal proceeding (excluding traffic violations and similar misdemeanors).

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(e) None of TBC, TBK, Thomas P. Knapp, nor any General Partner or Member has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding it or he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect thereto.

(f) TBK is a Delaware limited partnership. TBC is a Delaware limited liability company. Each of the General Partners, Members and Thomas P. Knapp is

a citizen of the United States of America, with the exception of Holdings, which is a Delaware corporation.

ITEM 3. SOURCE AND AMOUNTS OF FUNDS OR OTHER CONSIDERATION

As of the date hereof, the number of shares with respect to which TBC may be deemed to be the beneficial owner is 489,500 shares of Common Stock (the "TBC Shares"), all of which shares were purchased in open market transactions. The aggregate cost of the TBC Shares, including brokerage commissions, was \$8,255,938.

The TBC Shares are held in the TBC Accounts, the funds therefor coming from the funds on hand in each individual managed account and in certain instances from standard margin account borrowings from brokerage accounts maintained at U.S. Clearing. It is expected that funds used by the TBC Accounts to purchase additional shares of Common Stock, if additional shares are purchased by the TBC Accounts (see Item 4 hereof), will come from the funds on hand for each individual managed account, which funds on hand at any time and from time to time may include, among others, funds borrowed pursuant to margin accounts maintained at U.S. Clearing. Borrowings made by certain TBC Accounts pursuant to such margin accounts are secured by margin securities owned by the respective accounts, including some of the TBC Shares. Interest on outstanding borrowings under such margin accounts ranges from 1/2% to 2% over the brokers' call rate in effect from time to time at Chase Manhattan Bank, New York, New York, depending upon the amount of outstanding borrowings at any given time.

As of the date hereof, TBK beneficially owns directly 75,000 shares of Common Stock (the "TBK Shares"), all of which shares were purchased in open market transactions. The aggregate cost of the TBK Shares, including brokerage commissions, was \$1,244,750.

It is expected that funds used by TBK to purchase additional shares of Common Stock, if additional shares are purchased by TBK (see Item 4 hereof), will come from TBK's general funds, which include cash and cash equivalents on hand and in banks.

TBK's general funds have included, and it is expected that they will from time to time include, funds borrowed by it pursuant to an understanding with Chase Manhattan Bank. As of the date hereof, TBK has a loan outstanding with Chase Manhattan Bank in the amount of \$20,000. Borrowings made by TBK pursuant to that understanding bear interest at the brokers' call rate in effect from time to time at Chase Manhattan Bank. TBK's funds may also include funds borrowed pursuant to a Line of Credit Agreement between TBK and Boston Safe Deposit and Trust Company. Pursuant to the Line of Credit Agreement, TBK may borrow up to \$15,000,000 at the brokers' call rate charged from time to time by Boston Safe Deposit & Trust Company. Borrowings made by TBK pursuant to its understandings with Chase Manhattan Bank and the Line of Credit Agreement with Boston Safe Deposit and Trust Company are secured by securities owned by TBK; such borrowings are not secured by any TBK Shares. No borrowings from Chase Manhattan Bank or Boston Safe Deposit and Trust Company were made for the purpose of acquiring the TBK Shares. TBK reserves the right to include all or

any of the shares of Common Stock owned by it at any time or from time to time, among the securities that serve as collateral for such borrowings, subject to compliance with any applicable statutes and regulations.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of the date hereof, TBC may be deemed to be the beneficial owner of an aggregate of 489,500 shares of Common Stock, which constitutes approximately 8.54% of the 5,731,008 shares of Common Stock which TBC believes to be the total number of shares of Common Stock outstanding. The TBC Shares are held in the TBC Accounts.

As of the date hereof, TBK beneficially owns directly 75,000 shares of Common Stock, which constitutes approximately 1.31% of the 5,731,008 shares of Common Stock which TBK believes to be the total number of shares of Common Stock outstanding.

Each of TBC and TBK disclaims that it is the beneficial owner of any of the shares of Common Stock held in the TBC Accounts. The aggregate number of shares of Common Stock with respect to which TBC and TBK could be deemed to be the beneficial owner as of the date hereof, is 564,500 shares, which constitutes approximately 9.85% of the 5,731,008 shares of Common Stock, which the filing persons believe to be the total number of shares of Common Stock outstanding, but nothing contained herein shall be construed as an admission that TBC is the beneficial owner of any of the TBC Shares.

The aggregate number of shares and percentage of Common Stock with respect to which each of the General Partners and Members may be deemed to be the beneficial owner by reason of his being a general partner of TBK, or a member of TBC, is 564,500 shares, which constitutes approximately 9.85% of the 5,731,008 shares of Common Stock outstanding. The aggregate number of shares and percentage of Common Stock with respect to which Thomas P. Knapp may be deemed to be a beneficial owner by reason of his being a general partner of TBK is 75,000 shares of Common Stock which constitutes approximately 1.31% of the 5,731,008 shares of Common Stock outstanding. However, nothing contained herein shall be construed as an admission that any of the General Partners or Thomas P. Knapp is the beneficial owner of any shares of Common Stock, except as set forth herein as expressly and admittedly being beneficially owned by a particular General Partner or Thomas P. Knapp.

Each of TBC and TBK disclaims beneficial ownership of Common Stock held by the other. Except as described herein, to the best knowledge of TBC and TBK, no person who may be deemed to comprise a group with any of TBC and TBK, or any other person named in Item 2 hereof, beneficially owns any shares of Common Stock.

(b) TBC has investment discretion with respect to 489,500 shares of Common Stock held by the TBC Accounts and has sole power to dispose or direct the disposition of all of such shares. Of these shares of Common Stock, TBC has sole power to vote or to direct the voting of 487,135 shares of Common Stock held in certain TBC Accounts.

Each of the Members of TBC, solely by reason of their positions as such, may be deemed to have (i) shared power to dispose of or to direct the disposition of all of the shares of Common Stock held in the TBC Accounts; and (ii) shared power to vote or direct the vote of 487,135 shares of Common Stock held in certain TBC Accounts.

TBK has the sole power to vote or direct the voting of and dispose or direct the disposition of the TBK Shares. Each of the General Partners and Thomas P. Knapp, solely by reason of their positions as general partners, may be deemed to have shared power to vote or direct the vote of and to dispose or direct the disposition of the TBK Shares.

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(c) During the sixty-day period ended as of the date hereof, TBC and TBK purchased and sold shares of Common Stock in open market transactions as follows:

TBC ACCOUNTS	NO OF SHARES PURCHASED	PRICE PER SHARE
05/18/98	3,900	\$16 1/2
05/19/98	12,500	\$16 5/8
05/20/98	39,200	\$17.125
05/21/98	14,000	\$17 1/8
05/28/98	7,200	\$16 7/8
06/02/98	15,000	\$16.625
06/03/98	1,000	\$16 3/4
06/05/98	5,000	\$16 3/4
06/11/98	5,000	\$16 3/4
06/12/98	13,900	\$16.79
06/15/98	10,000	\$16 5/8
06/16/98	10,000	\$16 7/16
06/18/98	15,000	\$16 3/4
06/22/98	38,900	\$16 3/4
06/23/98	77,100	\$16 3/4
06/24/98	7,355	\$16 3/4
06/25/98	36,000	\$16 3/4
07/01/98	3,000	\$17
07/08/98	7,500	\$16 13/16

07/13/98	30,000	\$16 5/8
07/14/98	20,000	\$16.4203
07/16/98	1,000	\$16 1/4
07/17/98	20,000	\$16 1/16

TBK:

07/09/98	20,000	\$16 11/16
07/10/98	30,000	\$16 5/8
07/16/98	25,000	\$16 1/4

(d) To the best knowledge of TBC, each of the persons maintaining an account with TBC has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock held in said person's TBC Account.

To the best knowledge of TBK, no person other than TBK has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the TBK Shares, except that the General Partners and Thomas P. Knapp may be deemed to have such rights and powers solely by reason of being general partners in TBK.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except as otherwise described herein, none of TBC or TBK, nor, to the best knowledge of TBC, TBK, or any other person named in Item 2 hereof, has any contract, arrangement, understanding or relationship with respect to any securities of the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 99.1 -- Agreement pursuant to Rule 13d-1(f)(1)(iii).

SIGNATURE

Each of Tweedy, Browne Company LLC and TBK Partners, L.P., after reasonable inquiry and to the best of its knowledge and belief, hereby certifies that the information set forth in this Statement (which includes the Exhibit annexed hereto) is true, complete and correct.

TWEEDY, BROWNE COMPANY LLC

By /s/ Christopher H. Browne

Christopher H. Browne
Member

TBK PARTNERS, L.P.

By /s/ Christopher H. Browne

Christopher H. Browne
General Partner

Dated: July 21, 1998

AGREEMENT dated as of July 21, 1998 among Tweedy, Browne Company LLC, a Delaware limited liability company ("TBC"), and TBK Partners, L.P., a Delaware limited partnership ("TBK").

WITNESSETH:

WHEREAS, TBC and TBK may be deemed to have acquired, in the aggregate, beneficial ownership of more than five percent of the Common Stock (the "Common Stock") of RDO Equipment Co. (the "Company") and

WHEREAS, pursuant to Rule 13d-1 under the Securities Exchange Act of 1934 (the "Act"), a Statement on Schedule 13D must be filed by any person who acquires more than five percent of registered equity securities; and

WHEREAS, in accordance with Rule 13d-1(f) of the Act, only one such Statement need be filed whenever two or more persons are required to file such a Statement pursuant to Section 13(d) of the Act with respect to the same securities, provided that said persons agree in writing that such Statement is filed on behalf of each of them.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree as follows:

TBC, and TBK do hereby agree, in accordance with Rule 13d-1(f) under the Act, to file one Statement on Schedule 13D relating to their ownership of the Common Stock, and do hereby further agree that said Statement shall be filed on behalf of each of TBC, TBK and Vanderbilt. Nothing herein, however, shall be, or shall be deemed to be, an admission that the parties hereto, or any of them, are members of a "group" (within the meaning of Section 13(d) of the Act and the rules and regulations promulgated thereunder) with respect to any securities of the Company.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

TWEEDY, BROWNE COMPANY LLC

By /s/ Christopher H. Browne

 Christopher H. Browne
 Member

TBK PARTNERS, L.P.

By /s/ Christopher H. Browne

Christopher H. Browne
General Partner