

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**
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SUBJECT COMPANY

NIELSEN MEDIA RESEARCH INC

CIK: **1019876** | IRS No.: **061450569** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-51393** | Film No.: **99708920**
SIC: **7374** Computer processing & data preparation

Mailing Address
200 NYALA FARMS
WESTPORT CT 06880

Business Address
299 PARK AVENUE
NEW YORK NY 10171-
2127087500

FILED BY

MORGAN STANLEY DEAN WITTER & CO

CIK: **895421** | IRS No.: **363145972** | State of Incorporation: **DE** | Fiscal Year End: **1130**
Type: **SC 13G/A**
SIC: **6199** Finance services

Mailing Address
1585 BROADWAY
38TH FLOOR
NEW YORK NY 10036

Business Address
1585 BROADWAY
NEW YORK NY 10036
2127614000

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Nielsen Media Research, Inc.

(Name of Issuer)
Common Stock

(Title of Class of Securities)

653929307

(CUSIP Number)

Check the following box if a fee is being paid with this statement [].

*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

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

Morgan Stanley Dean Witter & Co.
IRS # 39-314-5972

-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

-
3. SEC USE ONLY

-
4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

| | |
|---------------------|----------------------|
| NUMBER OF SHARES | 5. SOLE VOTING POWER |
| | 0 |

| | |
|----------------------------------|------------------------|
| BENEFICIALLY OWNED BY EACH | 6. SHARED VOTING POWER |
| | 1,405,183 |

| | |
|-----------------------------|---------------------------|
| REPORTING PERSON WITH | 7. SOLE DISPOSITIVE POWER |
| | 0 |

| |
|-----------------------------|
| 8. SHARED DISPOSITIVE POWER |
| 1,778,457 |

-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,778,457

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

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

3.09%

12. TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 653929307

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

Morgan Stanley Dean Witter Investment Management Inc.
IRS # 13-3040307

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

NUMBER OF 5. SOLE VOTING POWER

SHARES 0
BENEFICIALLY
OWNED BY 6. SHARED VOTING POWER
EACH 888,325
REPORTING
PERSON 7. SOLE DISPOSITIVE POWER
WITH 0
8. SHARED DISPOSITIVE POWER
1,261,156

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,261,156

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.19%

12. TYPE OF REPORTING PERSON*
IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. (a) Name of Issuer:
Nielsen Media Research, Inc.

(b) Address of Issuer's Principal Executive Offices:
200 Nyala Farms
Westport, CT 06880

Item 2. (a) Name of Person Filing:
(a) Morgan Stanley Dean Witter & Co.
(b) Morgan Stanley Dean Witter Investment Management Inc.

- (b) Address of Principal Business Office, or if None, Residence:
(a) 1585 Broadway
New York, New York 10036
(b) 1221 Avenue of the Americas
New York, New York 10020

(c) Citizenship:
Incorporated by reference to Item 4 of the
cover page pertaining to each reporting person.

(d) Title of Class of Securities:
Common Stock

(e) CUSIP Number:
653929307

- Item 3. (a) Morgan Stanley Dean Witter & Co. is (e) an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (b) Morgan Stanley Dean Witter Investment Management Inc. is (e) an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.

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Item 4. Ownership.

Incorporated by reference to Items (5) - (9) and (11) of the cover page.

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

- (a) As of the date hereof, Morgan Stanley Dean Witter & Co. has ceased to be the beneficial owner of more than five percent of the class of securities.
- (b) As of the date hereof, Morgan Stanley Dean Witter Investment Management Inc. has ceased to be the beneficial owner of more than five percent of the class of securities.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

- (a) Inapplicable

(b) Inapplicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

Item 8. Identification and Classification of Members of the Group.

Item 9. Notice of Dissolution of Group.

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.

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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: September 10, 1999

Signature: /s/ Robert G. Koppenol

Name/Title Robert G. Koppenol / Principal Morgan Stanley & Co. Incorporated

MORGAN STANLEY DEAN WITTER & CO.

Date: September 10, 1999

Signature: /s/ Donald P. Ryan

Name/Title Donald P. Ryan / Principal Morgan Stanley Dean Witter Investment
Management Inc.

MORGAN STANLEY DEAN WITTER INVESTMENT MANAGEMENT INC.

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* Attention. Intentional misstatements or omissions of fact constitute federal
criminal violations (see 18 U.S.C. 1001).

(022597DTI)

EXHIBIT 1 TO SCHEDULE 13G

September 10, 1999

MORGAN STANLEY DEAN WITTER & CO. and MORGAN STANLEY DEAN WITTER INVESTMENT MANAGEMENT INC. hereby agree that, unless differentiated, this Schedule 13G is filed on behalf of each of the parties.

MORGAN STANLEY DEAN WITTER & CO.

BY: /s/ Robert G. Koppenol

Robert G. Koppenol / Principal Morgan Stanley & Co. Incorporated
MORGAN STANLEY DEAN WITTER INVESTMENT MANAGEMENT INC.

BY: /s/ Donald P. Ryan

Donald P. Ryan / Principal Morgan Stanley Dean Witter Investment Management Inc.

* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

EXHIBIT 2

MORGAN STANLEY, DEAN WITTER, DISCOVER & CO.

SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and acting Assistant Secretary of Morgan Stanley, Dean Witter, Discover & Co., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certify that as approved by a Unanimous Consent of Directors in Lieu of a Meeting dated as of May 31, 1997, the following persons are each authorized to sign reports to be filed under Sections 13 and 16 of the Securities Exchange Act of 1934 on behalf of the Corporation, and such authorizations are in full force and effect as of this date:

Stuart J.M. Breslow
Robert G. Koppenol
Bruce Bromberg
Robin Sherak

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal of the Corporation as of the 3rd day of June, 1997.

/s/ Charlene R. Herzer

Charlene R. Herzer
Assistant Secretaty