

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: **2004-05-18**
SEC Accession No. **0000950137-04-004253**

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SUBJECT COMPANY

WHITEHALL JEWELLERS INC

CIK: **868984** | IRS No.: **361433610** | State of Incorporation: **DE** | Fiscal Year End: **0131**
Type: **SC 13G/A** | Act: **34** | File No.: **005-46037** | Film No.: **04816742**
SIC: **5944** Jewelry stores

Mailing Address
*155 NORTH WACKER
SUITE 500
CHICAGO IL 60606*

Business Address
*155 N WACKER DR
SUITE 500
CHICAGO IL 60606
3127826800*

FILED BY

PATINKIN MATTHEW M

CIK: **1133945**
Type: **SC 13G/A**

Mailing Address
*C/O WHITEHALL JEWELLERS
INC.,
155 N. WACKER DRIVE, SUITE
500
CHICAGO IL 60606*

Business Address
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 4) *

WHITEHALL JEWELLERS, INC.

(Name of Issuer)

Common Stock, par value \$.001 per share,
including associated preferred stock purchase rights

(Title of Class of Securities)

965063 10 0

(CUSIP Number)

May 5, 2004

(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-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 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).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

SEC 1745 (12-02)

CUSIP NO. 965063 10 0

13G

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Matthew M. Patinkin

-
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b)

Not applicable

-
3. SEC Use Only

-
4. Citizenship or Place of Organization

United States Citizen

Number of	5.	Sole Voting Power
Shares		870,989 shares*
Beneficially	6.	Shared Voting Power
Owned by		32,406 shares
Each	7.	Sole Dispositive Power
Reporting		685,149 shares*
Person With:	8.	Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person

884,270 shares*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

Not applicable

11. Percent of Class Represented by Amount in Row (9)

6.2%

12. Type of Reporting Person (See Instructions)

IN

*Includes 374,536 shares issuable upon the exercise of options which are fully exercisable or exercisable within 60 days of this filing.

ITEM 1(a). NAME OF ISSUER:

Whitehall Jewellers, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

155 N. Wacker, Suite 500, Chicago, Illinois 60606

ITEM 2(a). NAME OF PERSON FILING:

Matthew M. Patinkin

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

155 N. Wacker, Suite 500, Chicago, Illinois 60606

ITEM 2(c). CITIZENSHIP:

United States Citizen

ITEM 2 (d) . TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$.001 per share, including associated preferred stock purchase rights.

ITEM 2 (e) . CUSIP NUMBER:

965063 10 0

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP.

(a) Amount beneficially owned:

884,270 shares*

(b) Percent of class:

6.2%

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

(i) Sole power to vote or to direct the vote - 870,989*

(ii) Shared power to vote or direct the vote - 32,406

(iii) Sole power to dispose or to direct the disposition of - 685,149*

(iv) Shared power to dispose or to direct the disposition of - 32,406

* Includes 374,536 shares issuable upon the exercise of options which are fully exercisable or exercisable within 60 days of this filing.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

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. CERTIFICATIONS.

Not Applicable

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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.

May 18, 2004

(Date)

/s/ Matthew M. Patinkin

(Signature)

Matthew M. Patinkin

Executive Vice President, Operations

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