

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: **2001-02-02**
SEC Accession No. **0000912057-01-003933**

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SUBJECT COMPANY

GREAT PLAINS SOFTWARE INC

CIK: **758540** | IRS No.: **450374871** | State of Incorporation: **MN** | Fiscal Year End: **0531**
Type: **SC 13G/A** | Act: **34** | File No.: **005-52443** | Film No.: **1524007**
SIC: **7372** Prepackaged software

Mailing Address
*1701 S W 38TH STREET
FARGO ND 58103*

Business Address
*1701 S W 38TH ST
FARGO ND 58103
7012810550*

FILED BY

BURGUM FREDERICK W

CIK: **1054823**
Type: **SC 13G/A**

Mailing Address
*1701 SW 38TH ST
FARGO ND 58103*

Business Address
*1701 SW 38TH ST
FARGO ND 58103
7012810550*

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

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Great Plains Software, Inc.

Common Stock

39119E105

April 7, 2000

(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)
- /X/ 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).

SCHEDULE 13G

CUSIP NO. 39119E105

1. NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

 Frederick W. Burgum

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

 N/A (a)
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

 United States Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	2,451,015*
	6. SHARED VOTING POWER	0
	7. SOLE DISPOSITIVE POWER	2,451,015*
	8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 2,451,015*

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

 N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

*2,434,015 shares are owned by Reporting Person and 17,000 are options exercisable within 60 days of this Report.

12. TYPE OF REPORTING PERSON*

IN

ITEM 1(a). Name of Issuer

Great Plains Software, Inc.

ITEM 1(b). Address of Issuer's Principal Executive Offices

1701 S.W. 38th Street
Fargo, ND 58103

ITEM 2(a). Names of Person Filing

Frederick W. Burgum

ITEM 2(b). Address of principal business office

1701 S.W. 38th Street
Fargo, ND 58103

ITEM 2(c). Citizenship

United States Citizen

ITEM 2(d). Title of Class of Securities

Common Stock, \$.01 par value

ITEM 2(e). CUSIP Number

39119E105

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

N/A

ITEM 4. Ownership

(a) Amount beneficially owned 2,451,015*

* 2,434,015 shares are owned by Reporting Person and 17,000 are
options exercisable within 60 days of this Report.

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(b) Percent of class

12.2%

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

(i) sole power to vote or to direct the vote
2,451,015

(ii) shared power to vote or to direct the vote
0

(iii) sole power to dispose or to direct the disposition of
2,451,015

(iv) shared power to dispose or to direct the disposition of
0

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

N/A

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

N/A

ITEM 7. Identification and Classification of the Subsidiary Which Acquired

N/A

ITEM 8. Identification and Classification of Members of the Group

N/A

ITEM 9. Notice of Dissolution of Group

N/A

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 1, 2001.

/s/ FREDERICK W. BURGUM

Frederick W. Burgum