

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

INTERNATIONAL TECHNOLOGY CORP

CIK: **731190** | IRS No.: **330001212** | State of Incorporation: **DE** | Fiscal Year End: **0331**
Type: **SC 13G/A** | Act: **34** | File No.: **005-35923** | Film No.: **96513108**
SIC: **4955** Hazardous waste management

Mailing Address
23456 HAWTHORNE BLVD
TORRANCE CA 90505

Business Address
23456 HAWTHORNE BLVD
TORRANCE CA 90505
3103789933

FILED BY

LYNCH & MAYER INC

CIK: **277985** | IRS No.: **132868392** | State of Incorporation: **IN** | Fiscal Year End: **0131**
Type: **SC 13G/A**

Mailing Address
520 MADISON AVENUE
NEW YORK NY 10022

Business Address
520 MADISON AVENUE
NEW YORK NY 10022
2127581717

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 1)*

INTERNATIONAL TECHNOLOGY CORP.
(Name of Issuer)

Preferred Convertible
(Title of Class of Securities)

460465305
(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.)

* 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).

CUSIP NO.: 460465305

1. Name of reporting person S.S. or I.R.S. Identification No. of reporting person:

Lynch & Mayer, Inc.; 35-1654568

2. Check the appropriate box if a member of a group

(a)

(b)

3. SEC use only

4. Citizenship or place of organization: Indiana

Number of shares beneficially owned by reporting person with:

5. Sole voting power: Not applicable

6. Shared voting power: 83,700

7. Sole dispositive power: Not applicable

8. Shared dispositive power: 83,700

9. Aggregate amount beneficially owned by reporting person: 83,700

10. Check if the aggregate amount in row (9) excludes certain shares: Not applicable

11. Percent of class represented by amount in row (9): 3.5%

12. Type of reporting person: IA

Item 1 (a) Name of Issuer:

International Technology Corp.
(the "Issuer")

Item 1 (b) Address of issuer's principal executive office:

23456 Hawthorne Blvd.
Suite 220
Torrance, CA 90505

Item 2 (a) Name of person filing: Lynch & Mayer, Inc.

Item 2 (b) Address of principal business office:

Lynch & Mayer, Inc.
520 Madison Avenue
New York, NY 10022

Item 2 (c) Citizenship: Lynch & Mayer, Inc. is an Indiana corporation

Item 2 (d) Title of class of securities: Preferred Convertible

Item 2 (e) CUSIP No.: 460465305

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
- (b) Bank
- (c) Insurance company
- (d) Investment company
- (e) Investment adviser
- (f) Employee Benefit Plan,
or Endowment Fund
- (g) Parent Holding Company
- (h) Group

Item 4 Ownership:

(a) Amount beneficially owned:

See No. 9 on cover page

(b) Percent of class:

See No. 11 on cover page

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

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition of
- (iv) shared power to dispose or to direct the disposition of

See Nos. 5, 6, 7 and 8 on cover page

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 [X].

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: 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 Certification:

By signing below the undersigned certifies that, to the best of his 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 his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: 2/1/96

LYNCH & MAYER, INC.

By: /s/Howard M. Kaufman
Name: Howard M. Kaufman
Title: Senior Vice President