

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-03-26** | Period of Report: **1999-02-28**

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SUBJECT COMPANY

BRADLEES INC

CIK: **887356** | IRS No.: **043156108** | State of Incorporation: **MA** | Fiscal Year End: **0131**
Type: **4** | Act: **34** | File No.: **001-11134** | Film No.: **99574433**
SIC: **5331** Variety stores

Mailing Address
*ONE BRADLEES CIRCLE
P O BOX 9051
BRAintree MA 02184*

Business Address
*1 BRADLESS CIRCLE
P O BOX 9051
BRAintree MA 02184
7813803000*

REPORTING OWNER

ELLIOTT ASSOCIATES LP

CIK: **904495** | IRS No.: **222140975** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4**

Mailing Address
*ELLIOTT ASSOCIATES LP
712 5TH AVE
NEW YORK NY 10019*

Business Address
*712 FIFTH AVENUE
NEW YORK NY 10019
2125062999*

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

FORM 4

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Westgate International, L.P.
c/o Midland Bank Trust Corporation (Cayman) Limited
P.O. Box 1109, Mary Street
Grand Cayman, Cayman Islands, BWI

2. Issuer Name and Ticker Trading Symbol

Bradlees, Inc. (BRAD)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for (Month/Day/Year)

2/99

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer (Check all applicable)

[] Director [] Officer (give title below) [] Chairman [x] 10% Owner
[] Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

[x] Form filed by one Reporting Person [] Form filed by more than one Reporting Person

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Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(a) - (e) Common Stock

2. Transaction Date (Month/Day/Year)

(a) 2/24/99

(b) 2/25/99

(c) 2/25/99

(d) 2/26/99

(e) 2/26/99

3. Transaction Code (Inst. 8)

Code

(a) - (e) S

V

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(a)	Amount	6,000
	(A) or (D)	D
	Price	\$4.5000

(b)	Amount	7,000
	(A) or (D)	D
	Price	\$3.5893

(c)	Amount	10,900
	(A) or (D)	D
	Price	\$3.2500

(d)	Amount	8,500
	(A) or (D)	D
	Price	\$3.0184

(e)	Amount	100,000
	(A) or (D)	D
	Price	\$2.7500

5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)

831,613 shares of Common Stock

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6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

N/A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g. puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)

2. Conversion or Exercisable Price of Derivative Security

3. Transaction Date (Month/Day/Year)

4. Transaction Code (Instr. 8)

Code

V

5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5)

(A)
(D)

6. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable
Expiration Date

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

Title
Amount or Number of Shares

8. Price of Derivative Security (Inst. 5)

9. Number of Derivative Securities Beneficially Owned at End of Month
(Instr. 4)

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

** Intentional misstatement or omissions of facts constitute Federal Criminal
Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

WESTGATE INTERNATIONAL, L.P.

By: Martley International, Inc., Attorney-in-fact

By: /s/ Paul E. Singer

March 22, 1999

Paul E. Singer, President
**Signature of Reporting Person

Date

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