

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2001-08-03**  
SEC Accession No. **0001015402-01-502041**

([HTML Version](#) on [secdatabase.com](#))

### FILED BY

#### RUTABAGA CAPITAL MANAGEMENT LLC/MA

CIK: **1128239** | IRS No.: **043451870**  
Type: **SC 13D/A**  
SIC: **2200** Textile mill products

Business Address  
*TWO OLIVER ST  
BOSTON MA 02109*

### SUBJECT COMPANY

#### DEPARTMENT 56 INC

CIK: **902270** | IRS No.: **133684956** | State of Incorpor.: **DE** | Fiscal Year End: **0102**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-43517** | Film No.: **1696696**  
SIC: **3260** Pottery & related products

Mailing Address  
*ONE VILLAGE PLACE  
6436 CITY WEST PKWY  
EDEN PRAIRIE MN 55344*

Business Address  
*ONE VILLAGE PL  
6436 CITY W PKWY  
EDEN PRAIRIE MN 55344  
6129445600*

-----  
SEC 1745 (6-00) Potential persons who are to 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.  
-----

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

SCHEDULE 13G

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

Department 56 Co.  
-----  
(Name of Issuer)

COMMON  
-----  
(Title of Class of Securities)

249509100  
-----  
(CUSIP Number)

08/02/01  
-----  
(Date of Event Which requires Filing of this Statement)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE  
IS FILED:

(X) RULE 13D-1(B)

SCHEDULE 13G  
CUSIP NO. 249509100  
-----

=====

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

RUTABAGA CAPITAL MANAGEMENT 04-3451870  
=====



-----  
SCHEDULE G  
CUSIP NO. 249509100

Item 1.

(a) Name of Issuer  
-----

Department 56 Co.

(b) Address of Issuer's Principal executive Offices  
-----

6436 City West Parkway  
Eden Prairie, MN 55344

Item 2.

(a) Name of Person Filing  
-----

RUTABAGA CAPITAL MANAGEMENT

(b) Address of Principal Business Office  
-----

64 Broad Street, 3rd Fl  
BOSTON, MA 02109

(c) Citizenship  
-----

MASSACHUSETTS

(d) Type of Class of Securities  
-----

COMMON STOCK

(e) Cusip Number  
-----

249509100

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or  
-----

(c), check whether the person filing is a:  
-----

(e) An investment adviser in accordance with section 240.13d-1(b)  
(1) (ii) (E)

Item 4. Ownership

(a) Amount beneficially owned: 0  
-----

(b) Percent of Class: 0%  
-----

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

(i) Sole power to vote or to direct the vote 0  
-----

(ii) Shared power to vote or to direct the vote NONE  
-----

(iii) Sole power to dispose or to direct the disposition of 0  
-----

(iv) Shared power to dispose or to direct the disposition of NONE  
-----

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 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  
-----

(a) The following certification shall be included if the statement is filed pursuant to section 240.13d-1 (b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

8/2/01

-----

Date

DANA COHEN

-----

Signature

VICE PRESIDENT/ COMPLIANCE

-----

Name/Title