

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **1997-03-10**
SEC Accession No. **0000912057-97-008283**

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SUBJECT COMPANY

ANTHONY C R CO

CIK: **6715** | IRS No.: **730129405** | State of Incorporation: **OK** | Fiscal Year End: **0131**
Type: **SC 13G** | Act: **34** | File No.: **005-34161** | Film No.: **97553267**
SIC: **5311** Department stores

Business Address
701 N BROADWAY
P O BOX 25725
OKLAHOMA CITY OK 73125
4052787400

FILED BY

BEA ASSOCIATES /NY

CIK: **903954** | IRS No.: **133580284** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **SC 13G**

Mailing Address
BEA ASSOCIATES /NY
153 EAST 53RD STREET
NEW YORK NY 10022

Business Address
153 EAST 53RD STREET
NEW YORK NY 10022
2128322626

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

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

C R Anthony Company

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

036776102

(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.) (See Rule 13d-7.)

*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 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).

(Continued on following page(s))

Page 1 of 4 Pages

(1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above
Persons

BEA ASSOCIATES

(2) Check the Appropriate Box if a Member (a) / /
of a Group* N/A (b) / /

(3) SEC Use Only

(4) Citizenship or Place of Organization
NEW YORK

Number of Shares
Beneficially
Owned by
Each Reporting
Person With

(5) Sole Voting
Power 0

(6) Shared Voting
Power 1,533,996

(7) Sole Dispositive
Power 1,533,996

(8) Shared Dispositive
Power 0

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
1,533,996

(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)
16.98%

(12) Type of Reporting Person*
INVESTMENT ADVISER

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 3 of 4 Pages

ITEM 1 (A). NAME OF ISSUER
C R ANTHONY COMPANY

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
701 Broadway, Oklahoma City, OK 73102

ITEM 2(A). NAME OF PERSON(S) FILING
BEA ASSOCIATES

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
153 E. 53rd Street, NY, NY 10022

ITEM 2(C). CITIZENSHIP
NEW YORK

ITEM 2(D). TITLE OF CLASS OF SECURITIES
COMMON STOCK

ITEM 2(E). CUSIP NUMBER
036776102

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 registered under Section 15 of the Act
- (b) / / Bank as defined in section 3(a)(6) of the Act
- (c) / / Insurance Company as defined in section 3(a)(19) of the Act
- (d) / / Investment Company registered under section 8 of the Investment Company Act
- (e) /X/ Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
- (f) / / Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)

(g) / / Parent Holding Company, in accordance with Rule 13d-1(b) (ii) (G)
(Note: See Item 7)

(h) / / Group, in accordance with Rule 13d-1(b) (1) (ii) (H)

ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned:
1,533,996

(b) Percent of Class:
16.98%

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

(i) sole power to vote or to direct the vote
0

(ii) shared power to vote or to direct the vote
1,533,996

(iii) sole power to dispose or to direct the disposition of
1,533,996

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

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. / /

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

To BEA's knowledge, no person, other than the trustee or trusts with respect to, and other persons which own, the discretionary accounts it manages and the beneficiaries of such trusts, has the right to receive or the power to direct the receipt of dividends or the proceeds from the sale of securities reported herein. No such person has an interest relating to more than 5% of such Securities.

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

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my 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 purposes 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.

MARCH 7, 1997

(Date)

/s/ Hal Liebes

(Signature)

HAL LIEBES

(Name/Title) General Counsel