

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**
SEC Accession No. **0000950134-99-008170**

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SUBJECT COMPANY

SILVERLEAF RESORTS INC

CIK: **1033032** | IRS No.: **752259890** | Fiscal Year End: **1231**
Type: **4/A** | Act: **34** | File No.: **001-13003** | Film No.: **99709344**
SIC: **7011** Hotels & motels

Mailing Address
1221 RIVERBEND DR
SUITE 120
DALLAS TX 75247

Business Address
1221 RIVERBEND DR
SUITE 120
DALLAS TX 75247
2146311166

REPORTING OWNER

WHITE HARRY J JR

CIK: **1065226**
Type: **4/A**

Business Address
1221 RIVERBEND DR., SUITE
120
DALLAS TX 75247
2146311166

FORM 4

OMB APPROVAL

[] CHECK THIS BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE INSTRUCTION 1(b).

OMB Number: 3235-0287
Expires: December 31, 2001
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Table with 7 columns: 1. Name and Address of Reporting Person*, 2. Issuer Name and Ticker or Trading Symbol, 3. IRS Identification Number of Reporting Person, 4. Statement for Month/Year, 5. If Amendment, Date of Original, 6. Relationship of Reporting Person(s) to Issuer, 7. Individual or Joint/Group Filing.

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

Table with 7 columns: 1. Title of Security, 2. Transaction Date, 3. Transaction Code, 4. Securities Acquired or Disposed of, 5. Amount of Securities Beneficially Owned, 6. Ownership Form, 7. Nature of Ownership.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b) (v).

(Over) SEC 1474 (3-99)

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTIONS OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

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<CAPTION>
FORM 4 (CONTINUED)

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 Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
					Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Not Applicable

<CAPTION>

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)
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Explanation of Responses:

Due to incorrect coding by the Company's legal counsel, the Form 4 for Mr. White filed on September 9, 1999 incorrectly reported a purchase of 2,000 shares on August 30, 1999 as a sale. Mr. White has not sold shares of Silverleaf Resorts.

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

/s/ HARRY J. WHITE, JR. 9-10-99

**Signature of Reporting Person Date
Harry J. White, Jr.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 number.

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