

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2004-02-12** | Period of Report: **2003-12-31**

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### REPORTING OWNER

#### **POCH GERALD A**

CIK: **1144383**

Type: **4/A** | Act: **34** | File No.: **001-14617** | Film No.: **04588471**

Mailing Address

*500 NYALA FARM ROAD  
WESTPORT CT 06880*

Business Address

*500 NYALA FARM ROAD  
WESTPORT CT 06880*

#### **PEQUOT CAPITAL MANAGEMENT INC/CT/**

CIK: **1071955**

Type: **4/A** | Act: **34** | File No.: **001-14617** | Film No.: **04588472**

Business Address

*500 NYALA FARMS ROAD  
WESTPORT CT 06880  
2033192246*

### ISSUER

#### **ANDREW CORP**

CIK: **317093** | IRS No.: **362092797** | State of Incorporation: **DE** | Fiscal Year End: **0930**

SIC: **3357** Drawing & insulating of nonferrous wire

Mailing Address

*10500 WEST 153RD ST  
ORLANDO PARK IL 60462*

Business Address

*10500 W 153RD ST  
ORLAND PARK IL 60462  
7083493300*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
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### 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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>PEQUOT CAPITAL MANAGEMENT INC/CT/</b>			2. Issuer Name and Ticker or Trading Symbol <b>ANDREW CORP [ANDW]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ Officer (give title below) <u>X</u> Other (specify below) <b>See Footnote 1</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/31/2003</b>			
500 NYALA FARMS ROAD			4. If Amendment, Date Original Filed(Month/Day/Year) <b>01/05/2004</b>		6. Individual or Joint/Group Filing (Check applicable line) ____ Form Filed by One Reporting Person <u>X</u> Form Filed by More than One Reporting Person	
(Street)						
WESTPORT, CT 06880						
(City) (State) (Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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)	3A. Deemed Execution Date, if any (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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock Unit (Memo Shares) (3)	\$ 0 (3)	12/31/2003 (4)		A		1,626 (2) (5)		08/08/1988 (3)	08/08/1988 (3)	Common Stock (3)	1,626 (2) (5)	\$ 0 (4)	9,564 (2) (5)	I (2)	Investment Advisor (1)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEQUOT CAPITAL MANAGEMENT INC/CT/ 500 NYALA FARMS ROAD WESTPORT, CT 06880				See Footnote 1
POCH GERALD A 500 NYALA FARM ROAD WESTPORT, CT 06880	X			

**Explanation of Responses:**

1. Pequot Capital Management, Inc. ("Pequot") is an investment advisor registered under Section 203 of the Investment Advisers Act of 1940 and has voting and investment power with respect to securities in its clients' accounts. Pequot disclaims any obligation to file this report, and this report shall not be deemed an admission that Pequot is subject to Section 16 with respect to the Issuer of such securities. Gerald A. Poch is an employee of Pequot and serves on the Board of Directors of the Issuer.

2. Pequot disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Pequot is the beneficial owner of such securities for the purposes of Rule 16(a)-1(a)(1) or (a)(2) or for any other purpose.
3. The phantom stock converts into common stock on a one-for-one basis. The memo shares will be paid in cash, less applicable tax withholding (if any), when the service as a Director of the Issuer is completed. The gross amount of payment at that time will be determined by multiplying the accumulated number of "memo shares" credited by the closing market value of the Issuer's common stock on the next trading day following the last day of service as a Director.
4. The memo shares were accrued under the Issuer's Deferred Compensation Plan on December 31, 2003 at \$11.59 per share.
5. This amendment is being filed to revise the number of memo shares accrued as of December 31, 2003 due to revised information received from the Issuer.

**Signatures**

[Aryeh Davis, General Counsel](#)

[02/11/2004](#)

[Gerald A. Poch, Director \(1\)](#)

[02/11/2004](#)

\*\* Signature of Reporting Person

Date

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).

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**