

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **1996-02-08**  
SEC Accession No. **0000903112-96-000097**

(HTML Version on [secdatabase.com](http://secdatabase.com))

### SUBJECT COMPANY

#### **FALCON CABLE SYSTEMS CO**

CIK: **783008** | IRS No.: **954108170** | State of Incorporation: **CA** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: **001-09322** | Film No.: **00000000**  
SIC: **4841** Cable & other pay television services

Mailing Address  
10900 WILSHIRE BLVD  
LOS ANGELES CA 90024

Business Address  
10900 WILSHIRE BLVD 15TH  
FL  
LOS ANGELES CA 90024  
3108249990

### REPORTING OWNER

#### **UNOFFICIAL UNITHOLDER OVERSIGHT COMM OF FALCON CABLE SYS CO**

CIK: **1007015** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **3**

Mailing Address  
BAUPOST GROUP INC ATTN  
ABNER B KURTIN  
44 BRATTLE ST P O BOX  
389125  
CAMBRIDGE MA 02238

Business Address  
BAUPOST GROUP INC ATTN  
ABNER B KURTIN  
44 BRATTLE ST P O BOX  
389125  
CAMBRIDGE MA 02238  
6174976680

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

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Cumberland Associates  
(Last) (First) (Middle)  
  
1114 Avenue of the Americas  
(Street)  
  
New York New York 10036  
(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_\_ Director X 10% Owner  
\_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
-----------------------------------	--	---	--

-----  
<C>

<C>

<C>

<C>

Units of limited partner-  
ship interest

None\*

</TABLE>

<TABLE>  
TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls,  
warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
---	--	--	--	--	--

Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
------------------	-----------------	-------	----------------------------

<C> <C> <C> <C> <C> <C>

</TABLE>

Explanation of Responses:

\* Cumberland Associates, a limited partnership, is engaged in the business of managing, on a discretionary basis, nine securities accounts. Cumberland Associates purchased the subject securities on behalf of certain of its discretionary accounts and disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

CUMBERLAND ASSOCIATES

By: /s/ Richard Reiss, Jr.  
Managing Director

February 7, 1996

\*\*Signature of Reporting Person

Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

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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

Reiss Richard, Jr.  
 (Last) (First) (Middle)

c/o Cumberland Associates  
 1114 Avenue of the Americas  
 (Street)

New York New York 10036  
 (City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_\_ Director  10% Owner  
 \_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
-----------------------------------	--	---	--

<S> Units of limited partner- ship interest	<C> 368,200*	<C> I	<C> By Partnership
---	-----------------	----------	-----------------------

Units of limited partner- 8,200 D  
ship interest

Units of limited partner- 950 I By Spouse  
ship interest

</TABLE>

<TABLE>  
TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls,  
warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
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Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
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<C> <C> <C> <C> <C> <C>

</TABLE>

Explanation of Responses:

\* The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

By: /s/ Richard Reiss, Jr. February 7, 1996  
\*\*Signature of Reporting Person Date

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

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Washington, D.C. 20549

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Wallach (Last)	Andrew (First)	(Middle)
c/o Cumberland Associates		
1114 Avenue of the Americas (Street)		
New York (City)	New York (State)	10036 (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

____ Director	X	10% Owner
____ Officer (give title below)	____	Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
Units of limited partner- ship interest	368,200*	I	By Partnership
Units of limited partner- ship interest	2,500	D	

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr .5)
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Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
------------------	-----------------	-------	----------------------------

<C> <C> <C> <C> <C> <C>

</TABLE>

Explanation of Responses:

\* The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

By: /s/ Andrew Wallach February 7, 1996  
 \*\*Signature of Reporting Person Date

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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

Andersen K. Tucker  
 (Last) (First) (Middle)  
 c/o Cumberland Associates  
 1114 Avenue of the Americas  
 (Street)

New York  
(City)

New York  
(State)

10036  
(Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_\_ Director X 10% Owner  
\_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

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<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Beneficial Ownership (Instr.5)
-----------------------------------	---	--	--

<S> Units of limited partnership interest	<C> 368,200*	<C> I	<C> By Partnership
--	-----------------	----------	-----------------------

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security: Direct (D) or	6. Nature of Indirect Beneficial Ownership
--	---	---	---	---	--



Date Exer- cis- able	Expir- ation Date	Title	Amount Or Number of Shares			
<C>	<C>	<C>		<C>	<C>	<C>

</TABLE>

Explanation of Responses:

\* The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

By: /s/ K. Tucker Andersen February 7, 1996  
 \*\*Signature of Reporting Person Date

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 Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Schafer Oscar S.  
 (Last) (First) (Middle)

c/o Cumberland Associates  
 1114 Avenue of the Americas  
 (Street)

New York New York 10036  
 (City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)

1/29/96

3. IRS or Social Security Number of Reporting Person

(Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_\_ Director X 10% Owner  
\_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

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TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
-----------------------------------	---	--	---

Units of limited partnership interest	368,200*	I	By Partnership
---------------------------------------	----------	---	----------------

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
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Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
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<C> <C> <C> <C> <C> <C>

</TABLE>

Explanation of Responses:

\* The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

By: /s/ Oscar S. Schafer                      February 7, 1996  
\*\*Signature of Reporting Person                      Date

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
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Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Wilcox                      Bruce                      G.  
(Last)                      (First)                      (Middle)

c/o Cumberland Associates  
1114 Avenue of the Americas  
   (Street)

New York                      New York                      10036  
(City)                      (State)                      (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)

X 10% Owner  
\_\_\_\_ Other (specify below)

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

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TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
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Units of limited partnership interest	368,200*	I	By Partnership
---------------------------------------	----------	---	----------------

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
--	---	---	--	---	---

Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
------------------	-----------------	-------	----------------------------

<S>	<C>	<C>	<C>	<C>	<C>
-----	-----	-----	-----	-----	-----

</TABLE>

Explanation of Responses:

\* The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

By: /s/ Bruce G. Wilcox February 7, 1996  
\*\*Signature of Reporting Person Date

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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

Poppe Eleanor (Middle)  
(Last) (First)  
  
c/o Cumberland Associates  
1114 Avenue of the Americas  
(Street)  
  
New York New York 10036  
(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_ Director X 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

&lt;TABLE&gt;

TABLE I - Non-Derivative Securities Beneficially Owned

&lt;CAPTION&gt;

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
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<S> Units of limited partnership interest	<C> 368,200*	<C> I	<C> By Partnership
--	-----------------	----------	-----------------------

&lt;/TABLE&gt;

&lt;TABLE&gt;

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

&lt;CAPTION&gt;

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
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Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
------------------	-----------------	-------	----------------------------

<S>	<C>	<C>	<C>	<C>	<C>
-----	-----	-----	-----	-----	-----

&lt;/TABLE&gt;

## Explanation of Responses:

\* The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

By: /s/ Eleanor Poppe  
 \*\*Signature of Reporting Person

February 7, 1996  
 Date

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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

Krevlin                                  Glenn  
(Last)    (First)    (Middle)

c/o Cumberland Associates  
1114 Avenue of the Americas  
(Street)

New York                                  New York    10036  
(City)    (State)    (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_\_ Director    X    10% Owner  
\_\_\_\_\_ Officer (give title below)                                  \_\_\_\_\_ Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
<S> Units of limited partnership interest	<C> 368,200*	<C> I	<C> By Partnership

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
<S>	<C>	<C>	<C>	<C>	<C>

</TABLE>

Explanation of Responses:

\* The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

By: /s/ Glenn Krevlin February 7, 1996  
\*\*Signature of Reporting Person Date

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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

The Baupost Group, Inc.  
(Last) (First) (Middle)  
44 Brattle Street - 2nd Floor  
P.O. Box 389125  
(Street)  
Cambridge MA 02238-9125  
(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_ Director X 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

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<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
-----------------------------------	--	---	--

-----  
<S> Units of limited partner-ship interest <C> None\* <C> <C>

</TABLE>

<TABLE>  
TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
---	--	--	--	--	--

Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
------------------	-----------------	-------	----------------------------

<S> <C> <C> <C> <C> <C>

</TABLE>

Explanation of Responses:

\* Pursuant to Rule 13d-3, the reporting person is deemed to own beneficially 500,200 units of limited partnership, which units the reporting person has disclaimed all beneficial ownership to and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities. The subject securities were purchased for accounts managed by the reporting person and the reporting person has no direct or indirect pecuniary interest in the subject securities except to the extent it has an interest in the managed accounts.

THE BAUPOST GROUP, INC.

By: /s/ Paul Gannon  
Chief Financial and  
Administrative Officer

February 7, 1996

\*\*Signature of Reporting Person

Date

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 Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Baupost Partners  
 (Last) (First) (Middle)  
 44 Brattle Street - 2nd Floor  
 P.O. Box 389125  
 (Street)  
 Cambridge MA 02238-9125  
 (City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_\_ Director X 10% Owner  
 \_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
-----------------------------------	--	---	--

<S> Units of limited partner- ship interest	<C> None*	<C>	<C>
---	--------------	-----	-----

</TABLE>

<TABLE>  
TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls,  
warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr .5)
---	--	--	--	--	---

Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
------------------	-----------------	-------	----------------------------

<S> <C> <C> <C> <C> <C>

</TABLE>

Explanation of Responses:

\* Pursuant to Rule 13d-3, the reporting person is deemed to own beneficially 341,400 units of limited partnership, which units the reporting person has disclaimed all beneficial ownership to and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities. The subject securities were purchased for accounts managed by the reporting person and the reporting person has no direct or indirect pecuniary interest in the subject securities except to the extent it has an interest in the managed accounts.

BAUPOST PARTNERS

By: Baupost Group, Inc., general partner  
By: /s/ Paul Gannon February 7, 1996  
Chief Financial and  
Administrative Officer

\*\*Signature of Reporting Person Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

338954.1

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

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Klarman (Last)	Seth (First)	A. (Middle)
44 Brattle Street - 2nd Floor P.O. Box 389125 (Street)		
Cambridge (City)	MA (State)	02238-9125 (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

_____ Director	X	10% Owner
_____ Officer (give title below)	_____	Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
-----------------------------------	--	---	--

<S> Units of limited partner-ship interest <C> None\* <C> <C>

</TABLE>

<TABLE>  
TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
---	--	--	--	--	--

Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
------------------	-----------------	-------	----------------------------

<S> <C> <C> <C>

</TABLE>

Explanation of Responses:

\* Pursuant to Rule 13d-3, the reporting person is deemed to own beneficially 500,200 units of limited partnership, which units the reporting person has disclaimed all beneficial ownership to and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities. The subject securities were purchased for accounts managed by a corporation controlled by the reporting person and the reporting person has no direct or indirect pecuniary interest in the subject securities except to the extent he has an interest in the managed accounts.

By: /s/ Seth A. Klarman February 7, 1996  
 \*\*Signature of Reporting Person Date

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

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

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Harvest Capital L.P.  
(Last) (First) (Middle)  
  
767 Fifth Avenue - 46th Floor  
(Street)  
  
New York New York 10153  
(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_\_ Director  10% Owner  
\_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
-----------------------------------	--	---	--

<S> Units of limited partner-	<C> 83,900	<C> D	<C>
----------------------------------	---------------	----------	-----

ship interest

</TABLE>

<TABLE>  
TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr .5)
	Date Exercisable	Expiration Date	Title	Amount Or Number of Shares	

<S> <C> <C> <C>

</TABLE>

Explanation of Responses:

HARVEST CAPITAL, L.P.

By: /s/ J. Morgan Rutman  
General Partner

February 7, 1996

\*\*Signature of Reporting Person

Date

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

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

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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



1. Name and Address of Reporting Person

Harvest Investment Management, Inc.  
 (Last) (First) (Middle)  
 767 Fifth Avenue - 46th Floor  
 (Street)  
 New York New York 10153  
 (City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_ Director X 10% Owner  
 \_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
<S> Units of limited partnership interest	<C> 18,800*	<C> I	<C> By Partnership

</TABLE>

<TABLE>  
TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
---	--	--	--	--	--

Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
------------------	-----------------	-------	----------------------------

<S> <C> <C> <C> <C> <C>

</TABLE>

Explanation of Responses:

\* Pursuant to Rule 13d-3, the reporting person is deemed to own beneficially 86,100 units of limited partnership. The reporting person only has an indirect pecuniary interest in 18,800 units of limited partnership and has disclaimed beneficial ownership to all other units of limited partnership it is deemed to own beneficially.

HARVEST INVESTMENT MANAGEMENT, INC.

By: /s/ J. Morgan Rutman  
President

February 7, 1996

\*\*Signature of Reporting Person

Date

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

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

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Pine Harvest Partners, L.P.  
 (Last) (First) (Middle)  
 767 Fifth Avenue - 46th Floor  
 (Street)  
 New York New York 10153  
 (City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_ Director X 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
-----------------------------------	--	---	--

<S> Units of limited partner- ship interest	<C> 18,800	<C> D	<C>
---	---------------	----------	-----

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
---	--	--	--	--	--

Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
------------------	-----------------	-------	----------------------------

<S>	<C>	<C>	<C>	<C>	<C>
-----	-----	-----	-----	-----	-----

</TABLE>

Explanation of Responses:

PINE HARVEST PARTNERS, L.P.

By: Harvest Investment Management, Inc.

By: /s/ J. Morgan Rutman February 7, 1996  
President

\*\*Signature of Reporting Person Date

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

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

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Harvest Advisors, L.L.C.  
(Last) (First) (Middle)

767 Fifth Avenue - 46th Floor  
(Street)

New York New York 10153

(City)

(State)

(Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_ Director X 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Beneficial Ownership (Instr.5)
-----------------------------------	---	--	--

<S> Units of limited partnership interest	<C> 18,800	<C> I	<C> By Partnership
--	---------------	----------	-----------------------

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security: Direct (D) or	6. Nature of Indirect Beneficial Ownership
--	---	---	---	---	--

Security

Indirect  
(I)  
(Instr.5)

ship  
(Instr  
.5)

Date Exer- cis- able	Expir- ation Date	Title	Amount Or Number of Shares
-------------------------------	-------------------------	-------	--

<S>	<C>	<C>	<C>	<C>	<C>
-----	-----	-----	-----	-----	-----

</TABLE>

Explanation of Responses:

HARVEST ADVISORS, L.L.C.

By: /s/ J. Morgan Rutman  
Member

February 7, 1996

\*\*Signature of Reporting Person

Date

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

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

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

LDB Corp.		
(Last)	(First)	(Middle)

767 Fifth Avenue - 46th Floor
(Street)

New York	New York	10153
(City)	(State)	(Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

3. IRS or Social Security Number of Reporting Person

(Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_\_ Director X 10% Owner  
\_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
<S> Units of limited partnership interest	<C> 83,900	<C> I	<C> By Partnership

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
	Date Exercisable	Title	Amount Or Number of Shares		

</TABLE>

Explanation of Responses:

LBD CORP.

By: /s/ Laurence Belfer February 7, 1996
President
\*\*Signature of Reporting Person Date

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

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

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Belfer Laurence D.
(Last) (First) (Middle)
c/o Harvest Capital L.P.
767 Fifth Avenue - 46th Floor
(Street)
New York New York 10153
(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

5. Relationship of Reporting Person to Issuer



(Check all applicable)

\_\_\_\_ Director X 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
-----------------------------------	---	--	---

<S> Units of limited partnership interest	<C> 83,900	<C> I	<C> By Corporation in a Partnership
--	---------------	----------	--

Units of limited partnership interest	18,800	I	By Limited Liability Company in a Partnership
---------------------------------------	--------	---	---

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
--	---	---	--	---	---

Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
------------------	-----------------	-------	----------------------------

<S>	<C>	<C>	<C>	<C>	<C>
-----	-----	-----	-----	-----	-----

</TABLE>

Explanation of Responses:

By: /s/ Laurence Belfer February 7, 1996  
\*\*Signature of Reporting Person Date

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

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Washington, D.C. 20549

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Rutman J. \ Morgan  
(Last) (First) (Middle)  
  
c/o Harvest Capital L.P.  
767 Fifth Avenue - 46th Floor  
(Street)  
  
New York New York 10153  
(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_ Director X 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
-----------------------------------	---	--	---

<S> Units of limited partnership interest	<C> 83,900	<C> I	<C> By Partnership
Units of limited partnership interest	18,800	I	By Limited Liability Company in a Partnership

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
--	---	---	--	---	---

Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
------------------	-----------------	-------	----------------------------

<S>	<C>	<C>	<C>	<C>	<C>
-----	-----	-----	-----	-----	-----

</TABLE>

Explanation of Responses:

By: /s/ J. Morgan Rutman  
 \*\*Signature of Reporting Person

February 7, 1996  
 Date

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

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

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Kellner (Last)	Marjorie (First)	Gochberg (Middle)
c/o Harvest Capital L.P. 767 Fifth Avenue - 46th Floor (Street)		
New York (City)	New York (State)	10153 (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
Units of limited partnership interest	83,900	I	By Partnership
Units of limited partnership interest	18,800	I	By Limited Liability Company in a Partnership

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
	Date Exercisable	Title	Amount Or Number of Shares		
<C>	<C>	<C>		<C>	<C>

</TABLE>

Explanation of Responses:

By: /s/ Marjorie Gochberg Kellner February 7, 1996  
 \*\*Signature of Reporting Person Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

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

## FORM 3

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Tweedy, Browne Company L.P.  
(Last) (First) (Middle)  
  
52 Vanderbilt Avenue  
(Street)  
  
New York New York 10017  
(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

## 4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_\_ Director  10% Owner  
\_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

## 6. If Amendment, Date of Original (Month/Day/Year)

338954.1

&lt;TABLE&gt;

TABLE I - Non-Derivative Securities Beneficially Owned

&lt;CAPTION&gt;

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially	3. Ownership Form: Direct (D) or	4. Nature of Indirect Beneficial
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	Owned (Instr.4)	Indirect (I) (Instr.5)	Ownership (Instr.5)
<S> Units of limited partnership interest	<C> None*	<C>	<C>

<TABLE>  
TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
	Date Exercisable	Expiration Date	Title	Amount Or Number of Shares	

<S>	<C>	<C>	<C>	<C>	<C>
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</TABLE>

Explanation of Responses:

\* Pursuant to Rule 13d-3, the reporting person is deemed to own beneficially 290,040 units of limited partnership, which units the reporting person has disclaimed all beneficial ownership to and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities. The reporting person has no direct or indirect pecuniary interest in the subject securities.

TWEEDY, BROWNE COMPANY L.P.

By: /s/ Christopher H. Browne  
General Partner

February 7, 1996

\*\*Signature of Reporting Person

Date

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

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

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Browne Christopher H.  
(Last) (First) (Middle)

c/o Tweedy, Browne Company L.P.  
52 Vanderbilt Avenue  
(Street)

New York New York 10017  
(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_\_ Director X 10% Owner  
\_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
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<S> Units of limited partner- <C> 53,400\* <C> I <C> By Corporation  
ship interest

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</TABLE>

<TABLE>  
TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
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Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
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<C> <C> <C> <C> <C> <C>

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</TABLE>

Explanation of Responses:

\* Pursuant to Rule 13d-3, the reporting person is deemed to own beneficially 290,040 units of limited partnership. The subject securities were purchased for accounts managed by Tweedy, Browne Company L.P. ("TBC"); the reporting person only has an indirect pecuniary interest in 53,400 units of limited partnership owned by Tweedy, Browne N.V., a foreign corporation in which the reporting person is a shareholder and one of TBC's managed accounts. The reporting person disclaims beneficial ownership of the excess of his pro rata interest in the subject securities through his shareholding in the foreign corporation.

By: /s/ Christopher H. Browne February 7, 1996  
\*\*Signature of Reporting Person Date

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338954.1

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

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Browne (Last)	William (First)	H. (Middle)
c/o Tweedy, Browne Company L.P. 52 Vanderbilt Avenue (Street)		
New York (City)	New York (State)	10017 (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

<input type="checkbox"/> Director	<input checked="" type="checkbox"/> X	10% Owner
<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/>	Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
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<S>

<C>

<C>

<C>

&lt;/TABLE&gt;

&lt;TABLE&gt;

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

&lt;CAPTION&gt;

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
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Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
------------------	-----------------	-------	----------------------------

&lt;S&gt;

&lt;C&gt;

&lt;C&gt;

&lt;C&gt;

&lt;C&gt;

&lt;C&gt;

&lt;/TABLE&gt;

## Explanation of Responses:

\* Pursuant to Rule 13d-3, the reporting person is deemed to own beneficially 290,040 units of limited partnership. The subject securities were purchased for accounts managed by Tweedy, Browne Company L.P. ("TBC"); the reporting person only has an indirect pecuniary interest in 53,400 units of limited partnership owned by Tweedy, Browne N.V., a foreign corporation in which the reporting person is a shareholder and one of TBC's managed accounts. The reporting person disclaims beneficial ownership of the excess of his pro rata interest in the subject securities through his shareholding in the foreign corporation.

By: /s/ William H. Browne  
 \*\*Signature of Reporting Person

February 7, 1996  
 Date

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338954.1

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Spears	John	D.
(Last)	(First)	(Middle)

c/o Tweedy, Browne Company L.P.  
 52 Vanderbilt Avenue  
   (Street)

New York	New York	10017
(City)	(State)	(Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

<input type="checkbox"/>	Director	<input checked="" type="checkbox"/>	10% Owner
<input type="checkbox"/>	Officer (give title below)	<input type="checkbox"/>	Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
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<S>	<C>	<C>	<C>
Units of limited partner-	53,400*	I	By Corporation

ship interest

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
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Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
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<S> <C> <C> <C> <C> <C>

</TABLE>

Explanation of Responses:

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By: /s/ John D. Spears  
 \*\*Signature of Reporting Person

February 7, 1996  
 Date

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FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Zankel Arthur (Middle)  
(Last) (First)  
  
c/o First Manhattan Co.  
437 Madison Avenue (Street)  
  
New York New York 10022  
(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)

1/29/96

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

4. Issuer Name and Ticker or Trading Symbol

Falcon Cable Systems Company (FAL)

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

\_\_\_\_ Director X 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

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

338954.1

<TABLE>

TABLE I - Non-Derivative Securities Beneficially Owned

<CAPTION>

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)	4. Nature of Indirect Beneficial Ownership (Instr.5)
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-----  
<S> <C> <C> <C>  
Units of limited partner- 50,000 D

ship interest

</TABLE>

<TABLE>

TABLE II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<CAPTION>

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr.4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr .5)
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Date Exercisable	Expiration Date	Title	Amount Or Number of Shares
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<C> <C> <C> <C> <C> <C>

</TABLE>

Explanation of Responses:

By: /s/ Arthur Zankel February 7, 1996
\*\*Signature of Reporting Person Date

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