

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: **1994-08-02**
SEC Accession No. **0000950131-94-001242**

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

SUBJECT COMPANY

STONE & WEBSTER INC

CIK: **94601** | IRS No.: **135416910** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-12887** | Film No.: **94541215**
SIC: **8711** Engineering services

Mailing Address
*PO BOX 1244
NEW YORK NY 10116*

Business Address
*250 WEST 34TH ST
NEW YORK NY 10119
2122907500*

FILED BY

CILLUFFO ASSOCIATES L P

CIK: **823790** | State of Incorporation: **NH** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Mailing Address
*717 FIFTH AVE
23RD FL
NEW YORK NY 10022*

Business Address
*717 FIFTH AVE
23RD FL
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6034330929*

/ OMB APPROVAL /

/ OMB Number: 3235-0145 /
/ Expires: October 31, 1994 /
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

STONE & WEBSTER, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$1.00

(Title of Class of Securities)

86157210

(CUSIP Number)

Frank J. A. Cilluffo
Cilluffo Associates, L.P.
717 Fifth Avenue, 23rd Floor
New York, New York 10022

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 1, 1994

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box [].

Check the following box if a fee is being paid with the statement []. (A fee is not required only if the reporting 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.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

SCHEDULE 13D

CUSIP NO. 86157210

PAGE 2 OF 12 PAGES

NAME OF REPORTING PERSON
1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Cilluffo Associates, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2 (a) []
(b) [X]

SEC USE ONLY
3

SOURCE OF FUNDS*
4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

1,300,700

EACH

SOLE DISPOSITIVE POWER

9

REPORTING

-0-

PERSON

SHARED DISPOSITIVE POWER

WITH

10

1,300,700

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,300,700

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

8.68%

TYPE OF REPORTING PERSON*

14

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7

SCHEDULE 13D

CUSIP NO. 86157210

PAGE 3 OF 12 PAGES

NAME OF REPORTING PERSON

1 S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Zenith Associates, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) []
(b) []

SEC USE ONLY

3

SOURCE OF FUNDS*

4 WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

85,000

EACH

SOLE DISPOSITIVE POWER

9

REPORTING

-0-

PERSON

SHARED DISPOSITIVE POWER

WITH

10

85,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

85,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

[_]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

.57%

TYPE OF REPORTING PERSON*

14

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP NO. 86157210

PAGE 4 OF 12 PAGES

NAME OF REPORTING PERSON

1

S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Frank and Irja Cilluffo Foundation, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) [_]

(b) [X]

SEC USE ONLY

3

SOURCE OF FUNDS*

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

10,000

EACH

SOLE DISPOSITIVE POWER

REPORTING

9

PERSON

-0-

WITH

10

SHARED DISPOSITIVE POWER

10,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

10,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

.07%

TYPE OF REPORTING PERSON*

12

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP NO. 86157210

PAGE 5 OF 12 PAGES

1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Frank J. A. Cilluffo

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF/00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER
NUMBER OF 15,000
SHARES

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY 1,395,700

9 SOLE DISPOSITIVE POWER
EACH REPORTING 15,000
PERSON

10 SHARED DISPOSITIVE POWER
WITH 1,395,700

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,410,700

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

[_]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

9.42%

TYPE OF REPORTING PERSON*

14

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP NO. 86157210

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NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Marvin E. Lesser

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) [_]

(b) [X]

SEC USE ONLY

3

SOURCE OF FUNDS*

4

00

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2 (d) or 2 (e) [_]

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

1,300,700

EACH

SOLE DISPOSITIVE POWER

9

REPORTING

-0-

PERSON

SHARED DISPOSITIVE POWER

WITH

10

1,300,700

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,300,700

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

[_]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

8.68%

TYPE OF REPORTING PERSON*

12

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP NO. 86157210

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Edward C. Meyer (Ret.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER
NUMBER OF
SHARES
-0-

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY
1,300,700

9 SOLE DISPOSITIVE POWER
EACH
REPORTING PERSON
-0-

10 SHARED DISPOSITIVE POWER
WITH
1,300,700

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,300,700

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

[_]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

8.68%

TYPE OF REPORTING PERSON*

14

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

AMENDMENT NO. 3 TO SCHEDULE 13D

This statement relates to the Common Stock, par value \$1.00 per share (the "Shares"), of Stone & Webster, Inc., a Delaware corporation (the "Company"). Items 3 and 5 of a statement on Schedule 13D filed by Cilluffo Associates, L.P. ("Cilluffo Associates"), Zenith Associates, L.P. ("Zenith"), Frank and Irja Cilluffo Foundation, Inc. (the "Foundation"), Frank J. A. Cilluffo, Marvin E. Lesser and General Edward C. Meyer (Ret.) are amended as follows:

Item 3. Source and Amount of Funds of Other Consideration.

No change except for the addition of the following:

The aggregate purchase price of all Shares acquired by Cilluffo Associates since May 18, 1994 and reported in item 5(c) of this Amendment was \$3,875,767 (inclusive of brokerage commissions). The funds used by Cilluffo Associates to purchase such Shares came from working capital funds available for investment.

The aggregate purchase price of all Shares acquired by Zenith since May 18, 1994 and reported in item 5(c) of this Amendment was \$1,213,865 (inclusive of brokerage commissions). The funds used by Zenith to purchase such Shares came from working capital funds available for investment.

Item 5. Interest in Securities of the Issuer.

(a) and (b)

<TABLE>

<CAPTION>

Reporting Person	Number of Shares Beneficially Owned	Percent of Class (1)
-----	-----	-----
<S>	<C>	<C>
Mr. Cilluffo	1,410,700 (2) (3) (4) (5)	9.42%
Mr. Lesser	1,300,700 (2) (5)	8.68%
Gen. Meyer	1,300,700 (2) (5)	8.68%
Cilluffo Associates	1,300,700 (2) (5)	8.68%
Zenith	85,000 (3) (5)	.57%
The Foundation	10,000 (4) (5)	.07%

</TABLE>

- (1) Based on the 14,977,790 Shares outstanding as of April 30, 1994, as reported in the Company's 10-Q for the fiscal quarter ended March 31, 1994.
- (2) 1,300,700 Shares are directly owned by Cilluffo Associates. Messrs. Cilluffo, Lesser and Meyer, as managing general

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partners of Cilluffo Associates, are deemed to share voting and dispositive power over such Shares.

- (3) 85,000 Shares are directly owned by Zenith. Mr. Cilluffo, as managing general partner of Zenith, is deemed to share voting and dispositive power over such Shares.
- (4) 10,000 Shares are directly owned by the Foundation. Mr. Cilluffo, as President of the Foundation, is deemed to share voting and dispositive power over such Shares.
- (5) Although each of Cilluffo Associates, Zenith, the Foundation and Mr. Cilluffo could be deemed, by virtue of Rule 13d-5(b) (1) under the Securities Exchange Act of 1934, as amended (the "Act"), to be the beneficial owner of the Shares owned by each of the others, each such party disclaims such beneficial ownership. To the knowledge of the Reporting Persons, Ms. Cilluffo is not the beneficial owner of Shares.

(c) Certain information concerning transactions in the Shares effected by Cilluffo Associates since May 18, 1994 is set forth on Schedule I hereto.

Certain information concerning transactions in the Shares effected by Zenith since May 18, 1994 is set forth in Schedule II hereto. Except as set forth on Schedule I, no transactions in the Shares were effected by any of the Reporting Persons since May 18, 1994.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

August 2, 1994

CILLUFFO ASSOCIATES, L.P.

By: /s/ Frank J. A. Cilluffo

Title: Managing General Partner

ZENITH ASSOCIATES, L.P.

By: /s/ Frank J. A. Cilluffo

Title: Managing General Partner

FRANK AND IRJA CILLUFFO FOUNDATION

By: /s/ Frank J. A. Cilluffo

Title: President

/s/ Frank J. A. Cilluffo

Frank J. A. Cilluffo

/s/ Marvin E. Lesser

Marvin E. Lesser

/s/ Edward C. Meyer

SCHEDULE I

Transactions by Cilluffo Associates

Stone & Webster, Inc.

<TABLE>

<CAPTION>

Trade Date	Number of Shares	Price Per Share
-----	-----	-----
<S>	<C>	<C>
May 19, 1994	800	\$32.00
May 19, 1994	1,700	\$31.75
May 20, 1994	1,500	\$31.50
May 23, 1994	5,000	\$31.50
May 23, 1994	1,500	\$31.50
May 26, 1994	2,000	\$32.63
May 27, 1994	2,400	\$33.00
May 27, 1994	1,300	\$33.13
May 31, 1994	2,300	\$33.13
June 3, 1994	1,900	\$33.25
June 6, 1994	1,600	\$33.25
June 9, 1994	900	\$33.13
June 10, 1994	1,100	\$33.38
June 22, 1994	4,700	\$33.38
June 23, 1994	1,300	\$33.25
June 29, 1994	5,000	\$33.00
July 1, 1994	1,600	\$32.50
July 5, 1994	2,100	\$32.63
July 5, 1994	4,400	\$32.50
July 7, 1994	2,400	\$32.50
July 20, 1994	600	\$32.50
July 20, 1994	3,400	\$32.63
July 21, 1994	200	\$32.63
July 22, 1994	1,300	\$32.63
July 26, 1994	1,500	\$32.63
July 26, 1994	8,000	\$32.50
July 27, 1994*	12,500	\$32.38
July 27, 1994	10,000	\$32.38
July 27, 1994*	9,400	\$32.25
July 29, 1994	14,800	\$32.25
July 29, 1994	2,000	\$32.38
August 1, 1994	10,000	\$32.25

</TABLE>

All shares purchased on the New York Stock Exchange in brokerage transactions except as noted. The price is exclusive of brokerage commissions.

*Shares purchased on the over-the-counter market.

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SCHEDULE II

Transactions by Zenith

Stone & Webster, Inc.

<TABLE>

<CAPTION>

<S>	<C>	<C>
May 31, 1994	400	\$33.13
May 31, 1994	500	\$33.25
May 31, 1994	1,200	\$33.25
June 1, 1994	1,900	\$33.25
June 7, 1994	3,700	\$33.25
June 8, 1994	300	\$33.25
June 24, 1994	4,900	\$33.25
June 30, 1994	5,000	\$32.75
July 1, 1994	4,000	\$32.63
July 11, 1994	300	\$32.50
July 13, 1994	500	\$32.50
July 22, 1994	1,300	\$32.63
July 26, 1994	8,000	\$32.50
July 28, 1994	5,000	\$32.13

</TABLE>

All shares purchased on the New York Stock Exchange in brokerage transactions. The price is exclusive of brokerage commissions.

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