

SECURITIES AND EXCHANGE COMMISSION

**FORM 13F-HR/A**

Initial quarterly Form 13F holdings report filed by institutional managers [amend]

Filing Date: **2004-05-18** | Period of Report: **2004-03-31**  
SEC Accession No. **0001176552-04-000010**

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**FILER**

**SUTTONBROOK CAPITAL MANAGEMENT LP**

CIK: **1176552** | IRS No.: **460465072** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **13F-HR/A** | Act: **34** | File No.: **028-10322** | Film No.: **04815551**

Business Address  
**654 MADISON AVE**  
**STE 1009**  
**NEW YORK NY 10021**  
**2123084310**

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2004

Check here if Amendment [ X ]; Amendment Number: 1  
This Amendment (Check only one.): [ X ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: SuttonBrook Capital Management LP  
Address: 654 Madison Ave  
suite 1009  
New York, NY 10021

13F File Number: 28-10322

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Brett Spector  
Title: CFO  
Phone: 212-308-4589

Signature, Place, and Date of Signing:

Brett Spector      New York, NY      May 12, 2004

Report Type (Check only one.):

[ X ]      13F HOLDINGS REPORT.  
[ ]      13F NOTICE.  
[ ]      13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:      0  
Form13F Information Table Entry Total:      83  
Form13F Information Table Value Total:      \$1,351,002 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

<TABLE>	<C>	<C>	FORM 13F INFORMATION TABLE						VOTING AUTHORITY		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/	SH/	PUT/	INVSTMT	OTHER	SOLE	SHARED	NONE

AES 8.875% 15 FEB 2011	00130HAU9	5338	5000000	SH	SOLE	5000000	0	0
ALLSTREAM INC-CL B LTD VOTING	02004C204	7109	126500	SH	SOLE	126500	0	0
AMGN 0 03/32-05	031162AC4	3372	4500000	SH	SOLE	4500000	0	0
AMGN 0% 01 MAR 2032	031162AE0	30350	40500000	SH	SOLE	40500000	0	0
AMLN 2.5% 15-APR-2011 144A	032346AC2	1000	1000000	SH	SOLE	1000000	0	0
ANCHOR GLASS CONTAINER CORP	03304B300	6586	420000	SH	SOLE	420000	0	0
AT&T WIRELESS SERVICES INC.	00209A106	17693	1300000	SH	SOLE	1300000	0	0
ATARI INC	04651M105	1780	522005	SH	SOLE	522005	0	0
AVT 2% 15 MAR 2034	053807AL7	5319	5000000	SH	SOLE	5000000	0	0
AVTR 4.5% 01 APR 2024 144A	053494AE0	2559	2500000	SH	SOLE	2500000	0	0
AXE 0% 07 JUL 2033	035290AF2	12488	27000000	SH	SOLE	27000000	0	0
AXE 0% 07 JUL 2033-SER 144A	035290AD7	10638	23000000	SH	SOLE	23000000	0	0
AXP 1.85% 01 DEC 2033-144A	025816AR0	8400	7500000	SH	SOLE	7500000	0	0
BELM 3.75% 05 MAR 2024 - 144A	078137AA4	873	900000	SH	SOLE	900000	0	0
BIOVERIS	090676107	1435	121100	SH	SOLE	121100	0	0
BJS 0.3954% 24 APR 2022	055482AF0	8488	10000000	SH	SOLE	10000000	0	0
BKUNA 3.125% 01 MAR 2034-144A	06652BAD5	15533	14500000	SH	SOLE	14500000	0	0
C 0% 06 APR 2009-PFD	173075508	18947	526000	SH	SOLE	526000	0	0
CAPSRC 1.25% 15 MAR 2034-144A	14055XAA0	21656	22000000	SH	SOLE	22000000	0	0
CMCSA 2% 15 OCT 2029 PFD	200300507	21008	525200	SH	SOLE	525200	0	0
CNO 10.5% 31 DEC 2049 - PFD	208464875	13600	536696	SH	SOLE	536696	0	0
COLGATE-PALMOLIVE	194162103	909	16500	SH	SOLE	16500	0	0
COMCAST CORP - SPECIAL CL A	20030N200	3325	119400	SH	SOLE	119400	0	0
COMCAST CORP CL A	20030N101	16968	590000	SH	SOLE	590000	0	0
CONSECO INC-WI	208464883	23345	1008000	SH	SOLE	1008000	0	0
CONSOL ENERGY INC	20854P109	10838	404400	SH	SOLE	404400	0	0
CPN 8.75% 15 JUL 2013 144A	131347BD7	2256	2500000	SH	SOLE	2500000	0	0
CY 1.25% 15 JUN 2008	232806AH2	54714	37000000	SH	SOLE	37000000	0	0
DEVON ENERGY	25179MAB9	7228	7000000	SH	SOLE	7000000	0	0
DEVON ENERGY CORP	25179M103	58	1000	SH	SOLE	1000	0	0
DIRECT TV GROUP INC/THE	25459L106	26572	1727712	SH	SOLE	1727712	0	0
DST SYSTEMS	233326107	25709	566900	SH	SOLE	566900	0	0
DVN 0% 27 JUN 2020	25179MAD5	13844	25000000	SH	SOLE	25000000	0	0
DVN 4.9 08/15/08 DELIVERS CVX	25179MAA1	16520	16000000	SH	SOLE	16000000	0	0
E TRADE GROUP INC	269246104	10013	750000	SH	SOLE	750000	0	0
EK 3.375% 15 OCT 2033-144A	2774618X0	17325	15000000	SH	SOLE	15000000	0	0
EOP 7.25% 15 NOV 2008	268766BR2	35188	33916000	SH	SOLE	33916000	0	0
EQUITY OFFICE PREF SER-B	294741509	7009	137100	SH	SOLE	137100	0	0
EV 0% 13 AUG 2031	27827WAA1	27575	40000000	SH	SOLE	40000000	0	0
FINANCIAL SELECT SECTOR SPDR	81369Y605	735	2500	SH	SOLE	2500	0	0
FON 2.692% 23 NOV 2008 PFD	852061878	23250	25000	SH	SOLE	25000	0	0
GENERAL DYNAMICS CORP	369550108	6200	69400	SH	SOLE	69400	0	0
GENERAL MOTORS (PFD)	370442733	25520	1000000	SH	SOLE	1000000	0	0
GENZ 1.25% 01 DEC 2023	372917AM6	15319	15000000	SH	SOLE	15000000	0	0
GIS 0% 28 OCT 2022	370334AT1	28325	40000000	SH	SOLE	40000000	0	0
HOLLINGER INTERNATIONAL INC	435569108	8910	450000	SH	SOLE	450000	0	0
IDPH 29 APR 2032	449370AE5	33764	52500000	SH	SOLE	52500000	0	0
INDUSTRIAL SELECT SECT SPDR	81369Y704	2403	91000	SH	SOLE	91000	0	0
IVX 1.5% 01 MAR 2024 - 144A	465823AH5	20085	19500000	SH	SOLE	19500000	0	0
JOHN HANCOCK FINANCIAL SERV	41014S106	25122	575000	SH	SOLE	575000	0	0
L 4% 15 NOV 2029	530715AG6	8713711	70000000	SH	SOLE	117000000	0	0
LH 0% 11 SEP 2021	50540RAC6	33047	45000000	SH	SOLE	45000000	0	0
MDTI 1.25 09/21/06	585055AB2	41325	40000000	SH	SOLE	40000000	0	0
METRO-GOLDWYN-MAYER INC	591610100	32724	1880718	SH	SOLE	1880718	0	0
NATL AUSTRALIA BANK - PREF	632525309	30307	775000	SH	SOLE	775000	0	0
NORSKE SKOG CANADA LTD	65653R103	4587	1395200	SH	SOLE	1395200	0	0
NXL 3.75% 01 JUN 2023	648053AB2	20385	18000000	SH	SOLE	18000000	0	0
PEOPLESOFT INC	712713106	2774	150000	SH	SOLE	150000	0	0
QUS 13.5% 15 DEC 2010 - 144A	74913RAB7	17400	15000000	SH	SOLE	15000000	0	0
QUS 14% 15 DEC 2014 - 144A	74913RAC5	6013	5000000	SH	SOLE	5000000	0	0
RCI 2% 26 NOV 2005	775109AE1	18800	20000000	SH	SOLE	20000000	0	0
REINSURANCE GROUP OF AMERICA	759351109	2458	6000	SH	SOLE	6000	0	0
SBC COMMUNICATIONS INC	78387G103	761	31000	SH	SOLE	31000	0	0
SEMICONDUCTOR MANUFACT	81663N206	2265	150000	SH	SOLE	150000	0	0
SIGI 1.6155 24 SEP 2032 - 144A	816300AA5	255	500000	SH	SOLE	500000	0	0
SIGI 1.6155% 24 SEP 2032	816300AB3	12495	24500000	SH	SOLE	24500000	0	0
SIZ 9% 15 JUL 2009	830137AB1	6021	5400000	SH	SOLE	5400000	0	0
SNRR 3.75% 29 MAR 2024 - 144A	86787DAA7	2178	2000000	SH	SOLE	2000000	0	0
SOVEREIGN BANCORP INC	845905108	25665	1198200	SH	SOLE	1198200	0	0
SPRINT CORP	852061100	11375	617200	SH	SOLE	617200	0	0
SVU 0% 01 NOV 2031	868536AP8	23800	70000000	SH	SOLE	70000000	0	0
TCT 5.375% 15 AUG 2023 144A	892081AA8	12655	11125000	SH	SOLE	11125000	0	0
TENET HEALTHCARE CORP	88033G100	8478	759700	SH	SOLE	759700	0	0
THE MONY GROUP INC	615337102	16506	525000	SH	SOLE	525000	0	0
THE WALT DISNEY CO	254687106	40609	1625000	SH	SOLE	1625000	0	0
TRB 2.0% 15 NOV 2029 - PREF	896047305	63671	735016	SH	SOLE	735016	0	0
UNION PLANTERS CORP	908068109	6806	228000	SH	SOLE	228000	0	0
USM 0% 15 JUN 2015	911684AA6	38945	73393000	SH	SOLE	73393000	0	0
VCI 1.0843% 22 MAY 2033	918866AJ3	19950	30000000	SH	SOLE	30000000	0	0
VCI 1.0843% 22 MAY 2033	918866AK0	4988	7500000	SH	SOLE	7500000	0	0
VERIZON COMMUNICATIONS	92343V104	2810	76900	SH	SOLE	76900	0	0
WESTCORP INC	957907108	7712	175000	SH	SOLE	175000	0	0
WYE FRN 15 JAN 2024 - 144A	983024AC4	42899	42500000	SH	SOLE	42500000	0	0

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