

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: **1996-12-30**
SEC Accession No. **0000935836-96-000045**

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SUBJECT COMPANY

WESTMORELAND COAL CO

CIK: **106455** | IRS No.: **231128670** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-12668** | Film No.: **96687321**
SIC: **1220** Bituminous coal & lignite mining

Mailing Address
*700 THE BELLEVUE
200 S. BROAD STREET
PHILADELPHIA PA 19102*

Business Address
*700 THE BELLEVUE
200 S BROAD ST
PHILADELPHIA PA 19102
2155452500*

FILED BY

LAWNDALE CAPITAL MANAGEMENT INC

CIK: **929870** | State of Incorpor.: **CA** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Business Address
*ONE SAMSOME ST STE 3900
SAN FRANCISCO CA 94104
4152882330*

OMB APPROVAL

OMB Number:3235-0145
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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. 1)

Westmoreland Coal Company
(Name of Issuer)

Depository Shares
(representing Series A Convertible Exchangeable Preferred Stock)

(Title of Class of Securities)

960878304
(CUSIP Number)

Christopher J. Rupright, Esq.
Shartsis Friese & Ginsburg
One Maritime Plaza, 18th Floor
San Francisco, CA 94111
(415) 421-6500

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

December 19, 1996
(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).

SEC 1746 (12-91)

SCHEDULE 13D

CUSIP No. 960878304

Page 2 of 10 Pages

1 NAME OF REPORTING PERSON
SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Lawndale Capital Management, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF 7 SOLE VOTING POWER

SHARES	-0-
BENEFICIALLY	-----
OWNED BY	8 SHARED VOTING POWER
EACH	82,800
REPORTING	-----
PERSON	9 SOLE DISPOSITIVE POWER
WITH	-0-

	10 SHARED DISPOSITIVE POWER
	82,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
82,800

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.6

14 TYPE OF REPORTING PERSON*
OO and IA

*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

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1 NAME OF REPORTING PERSON
SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Andrew E. Shapiro

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF and PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 6,900
	8	SHARED VOTING POWER 82,800
	9	SOLE DISPOSITIVE POWER 6,900
	10	SHARED DISPOSITIVE POWER 82,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
89,700

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.9

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Diamond A Partners, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 71,600
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 71,600

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
71,600

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.1

14 TYPE OF REPORTING PERSON*
PN

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CUSIP No. 960878304

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1 NAME OF REPORTING PERSON
SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Diamond A Investors, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 11,200
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 11,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,200

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.5

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
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ITEM 1. SECURITY AND ISSUER.

This statement relates to Depository Shares (representing Series A Convertible Exchangeable Preferred Stock) (the "Stock") of Westmoreland Coal Company ("WCX"). The principal executive office of WCX is located at 2 N. Cascade Avenue, 14th Floor, Colorado, Springs, Colorado 80903.

ITEM 2. IDENTITY AND BACKGROUND.

The persons filing this statement and the persons enumerated in Instruction C of Schedule 13D and, where applicable, their respective places of

organization, general partners, directors, executive officers and controlling persons, and the information regarding them, are as follows:

- (a) Lawndale Capital Management, LLC, a California limited liability company ("LCM"); Diamond A Partners, L.P., a California limited partnership ("DAP"); Diamond A Investors, L.P., a California limited partnership ("DAI"); and Andrew E. Shapiro ("Shapiro").
- (b) The business address of LCM, DAP, DAI and Shapiro is One Sansome Street, Suite 3900, San Francisco, California 94104.
- (c) LCM is the investment adviser to and general partner of DAP and DAI, which are investment limited partnerships. Shapiro is the sole manager of LCM.
- (d) During the last five years, none of such persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of such persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Shapiro is a citizen of the United States of America.

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The source and amount of funds used in purchasing the Stock were as follows:

Purchaser	Source of Funds	Amount
LCM	Funds Under Management (1)	\$732,592
DAP	Working Capital	\$632,015
DAI	Working Capital	\$100,577
Shapiro	Personal Funds	\$ 73,761

(1) Includes funds of DAP and DAI invested in Stock.

ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons have acquired the Stock solely for investment purposes. The Reporting Persons did not at the time of the purchase of the Stock, and do not presently, have any plan to acquire control of WCX. The Reporting Persons may buy or sell additional shares of Stock in the open market from

time to time.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

The beneficial ownership of the Stock of the persons named in Item 2 of this statement is as follows at the date hereof:

Name	Aggregate Beneficially Owned		Voting Power		Dispositive Power	
	Number	Percent	Sole	Shared	Sole	Shared
LCM	82,800	3.6	-0-	82,800	-0-	82,800
Shapiro	89,700	3.9	6,900	82,800	6,900	82,800
DAP	71,600	3.1	-0-	71,600	-0-	71,600
DAI	11,200	0.5	-0-	11,200	-0-	11,200

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The persons filing this statement effected the following transactions in the Stock on the dates indicated, and such transactions are the only transactions in the Stock by the persons filing this statement since October 20, 1996.

Name	Purchase or Sale	Date	Number of Shares	Price Per Share	Broker Used
DAP	P	10-29-96	700	9.750	BEAR
DAI	P	10-29-96	200	9.750	BEAR
DAP	P	10-30-96	300	9.708	BEAR
DAP	P	10-31-96	1,600	9.493	BEAR
DAI	P	10-31-96	300	9.493	BEAR
DAP	P	11-01-96	1,700	9.500	BEAR
DAI	P	11-01-96	300	9.500	BEAR
DAP	P	11-05-96	1,800	9.250	BEAR
DAI	P	11-05-96	200	9.250	BEAR
DAP	P	11-29-96	400	8.575	BEAR
DAI	P	11-29-96	100	8.575	BEAR
DAP	P	12-02-96	1,700	8.656	BEAR
DAI	P	12-02-96	300	8.656	BEAR
DAP	P	12-04-96	900	8.375	BEAR
DAI	P	12-04-96	100	8.375	BEAR
DAP	P	12-05-96	2,500	8.414	BEAR
DAI	P	12-05-96	400	8.414	BEAR
DAP	P	12-06-96	2,600	8.083	BEAR
DAI	P	12-06-96	400	8.083	BEAR
DAP	S	12-10-96	3,500	7.813	BEAR
DAI	S	12-10-96	500	7.813	BEAR
DAP	S	12-11-96	5,000	7.638	BEAR

DAI	S	12-11-96	1,000	7.638	BEAR
DAP	S	12-12-96	5,100	7.394	BEAR
DAI	S	12-12-96	800	7.394	BEAR
DAP	S	12-13-96	3,200	7.358	BEAR
DAI	S	12-13-96	500	7.358	BEAR
DAP	P	12-17-96	400	7.250	BEAR
DAP	S	12-17-96	400	7.500	BEAR
DAP	S	12-19-96	17,000	7.000	BEAR
DAI	S	12-19-96	2,600	7.000	BEAR
DAP	S	12-20-96	8,100	6.813	QUAKER
DAI	S	12-20-96	1,200	6.813	QUAKER

BEAR - Bear, Stearns Securities Corp.

QUAKER - Quaker Securities, Inc.

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ITEM. 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

LCM is the general partner of DAP and DAI pursuant to limited partnership agreements providing to LCM the authority, among other things, to invest the funds of DAP and DAI in Stock, to vote and dispose of Stock and to file this statement on behalf of DAP and DAI. Pursuant to such limited partnership agreements, the general partner of DAP and DAI is entitled to allocations based on assets under management and realized and unrealized gains.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

A. Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G.

SIGNATURES

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

DATED: December 27, 1996.

DIAMOND A PARTNERS, L.P.

DIAMOND A INVESTORS, L.P.

By: Lawndale Capital Management, LLC
General Partner

By: Lawndale Capital Management, LLC
General Partner

By: /s/ Andrew E. Shapiro
Andrew E. Shapiro
Manager

By: /s/ Andrew E. Shapiro
Andrew E. Shapiro
Manager

By: /s/ Andrew E. Shapiro
Andrew E. Shapiro
Manager

/s/ Andrew E. Shapiro
Andrew E. Shapiro

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EXHIBIT A

AGREEMENT REGARDING JOINT FILING
OF STATEMENT ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the "SEC") any and all statements on Schedule 13D or Schedule 13G (and any amendments or supplements thereto) required under section 13(d) of the Securities Exchange Act of 1934, as amended, in connection with purchases by the undersigned of Depository Shares (representing Series A Convertible Exchangeable Preferred Stock) of Westmoreland Coal Company. For that purpose, the undersigned hereby constitute and appoint Lawndale Capital Management, LLC, a California limited liability company, as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended, in connection with said purchases, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present.

DATED: October 10, 1996.

DIAMOND A PARTNERS, L.P.

DIAMOND A INVESTORS, L.P.

By: Lawndale Capital Management, LLC
General Partner

By: Lawndale Capital Management, LLC
General Partner

By: /s/ Andrew E. Shapiro
Andrew E. Shapiro
Manager

By: /s/ Andrew E. Shapiro
Andrew E. Shapiro
Manager

By: /s/ Andrew E. Shapiro
Andrew E. Shapiro
Manager

/s/ Andrew E. Shapiro
Andrew E. Shapiro

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