

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: **1997-12-18**
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SUBJECT COMPANY

MAYS J W INC

CIK: **54187** | IRS No.: **111059070** | State of Incorporation: **NY** | Fiscal Year End: **0731**
Type: **SC 13D/A** | Act: **34** | File No.: **005-11678** | Film No.: **97740503**
SIC: **6512** Operators of nonresidential buildings

Mailing Address
*9 BOND STREET
BROOKLYN NY 11201-5805*

Business Address
*9 BOND ST
BROOKLYN NY 11201-5805
7186247400*

FILED BY

TWEEDY BROWNE CO L P

CIK: **732905** | IRS No.: **133381587** | State of Incorporation: **DE** | Fiscal Year End: **0930**
Type: **SC 13D/A**

Mailing Address
*52 VANDERBILT AVENUE
8TH FLOOR
NEW YORK NY 10017*

Business Address
*52 VANDERBILT AVE
8TH FLOOR
NEW YORK NY 10017
2129160600*

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(AMENDMENT NO. 3) *
OF
TWEEDY, BROWNE COMPANY LLC

SCHEDULE 13D

(AMENDMENT NO. 3) *
OF
TBK PARTNERS, L.P.

SCHEDULE 13D

(AMENDMENT NO. 3) *
OF
VANDERBILT PARTNERS, L.P.

UNDER THE SECURITIES EXCHANGE ACT OF 1934

J.W. MAYS, INC.

(Name of Issuer)

COMMON STOCK, Par Value \$1.00 per Share

(Title of Class of Securities)

578473100

(CUSIP Number)

John D. Spears
52 Vanderbilt Avenue
New York, New York 10017
(212) 916-0600

(Name, address and telephone number of persons
authorized to receive notices and communications)

December 9, 1997

(Date of event which required filing of this statement)

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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 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.)

* 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 the provisions of the Act (however, see the Notes).

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CUSIP No. 578473100

SCHEDULE 13D

Page 3 of 10 Pages

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

VANDERBILT PARTNERS, L.P. ("VANDERBILT")

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

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC and BK

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

7. SOLE VOTING POWER
1,500 shares, except that the general partners in Vanderbilt, solely by reason of their positions as such, may be deemed to have shared power to vote these shares.

8. SHARED VOTING POWER
0 shares

9. SOLE DISPOSITIVE POWER
1,500 shares, except that the general partners in Vanderbilt, solely by reason of their positions as such, may be deemed to have shared power to vote these shares.

10. SHARED DISPOSITIVE POWER
0 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,500 shares

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.07%

14. TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 578473100

SCHEDULE 13D

Page 4 of 10 Pages

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

TWEEDY, BROWNE COMPANY, LLC ("TBC")
-
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

Delaware
-
7. SOLE VOTING POWER
TBC has sole voting power with respect to
85,700 shares held in certain TBC accounts
(as hereinafter defined). Additionally,
certain of the general partners of TBC may be
deemed to have sole power to vote certain
shares as more fully set forth herein.
-
8. SHARED VOTING POWER

0 shares
-
9. SOLE DISPOSITIVE POWER
0 shares, except that certain of the general
partners of TBC may be deemed to have sole
power to dispose of certain shares as more
fully set forth herein.
-
10. SHARED DISPOSITIVE POWER
104,700 shares held in accounts of TBC (as
hereinafter defined).

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

104,700 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.90%

14. TYPE OF REPORTING PERSON*

BD, IA & 00

=====
*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 578473100

SCHEDULE 13D

Page 5 of 10 Pages

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

TBK PARTNERS L.P. ("TBK")

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

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC and BK

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER
20,000 shares, except that the general partners

in TBK, solely by reason of their positions as such, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

8. SHARED VOTING POWER

0 shares

9. SOLE DISPOSITIVE POWER

20,000 shares, except that the general partners in TBK, solely by reason of their positions as such, may be deemed to have shared power to vote these shares.

10. SHARED DISPOSITIVE POWER

0 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,000 shares

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

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

0.94%

14. TYPE OF REPORTING PERSON*

PN
=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

PRELIMINARY NOTE

The persons filing this Amendment No. 3 are (i) Tweedy, Browne Company LLC ("TBC"), a Delaware limited liability company, (ii) TBK Partners, L.P. ("TBK"), a Delaware limited partnership and (iii) Vanderbilt Partners, L.P. ("Vanderbilt"), a Delaware limited partnership. This Amendment No. 3 amends a Statement on Schedule 13D filed by TBC, TBK and Vanderbilt dated July 5, 1995 (the "Statement"). The filing of this Amendment No. 3 should not be deemed an admission that TBC, TBK and Vanderbilt comprise a group within the meaning of Section 13(d) (3) of the Securities and Exchange Act of 1934, as amended (the "Act").

Tweedy, Browne Company L.P., a Delaware limited partnership (the "Partnership") and its general partners entered into a definitive agreement, pursuant to which the Partnership converted to Tweedy, Browne Company LLC (the "Company"), a Delaware limited liability company, and AMG/TBC Holdings, Inc. ("Holdings"), a Delaware corporation and wholly owned subsidiary of Affiliated Managers Group, Inc. (a Boston-based holding company, the business address of which is Two International Place, Boston, Massachusetts 02110), acquired a majority interest in the Company on October 9, 1997. The members of TBC are Christopher H. Browne, William H. Browne, John D. Spears, Thomas H. Shrager, Robert Q. Wyckoff, Jr. and Holdings.

This Amendment No. 3 relates to the Common Stock, \$1.00 par value (the "Common Stock"), of J.W. Mays, Inc. (the "Company"), which, to the best knowledge of the persons filing this Amendment No. 3, is a company organized under the laws of Delaware, with its principal executive offices located at 9 Bond Street, Brooklyn, NY 11201.

This Amendment No. 3 contains information regarding shares of Common Stock that may be deemed to be beneficially owned by TBC. Such shares are held in the accounts of various customers of TBC, with respect to which accounts TBC has investment discretion (the "TBC Accounts"), and with respect to some of which it has obtained sole or shared voting power.

Other than as set forth below, to the best knowledge of TBC, TBK and Vanderbilt, there has been no material change in the information set forth in response to Items 1,2,3,4,6 and 7 of the Statement, as amended. Accordingly, those items are omitted from this Amendment No. 3.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of the date hereof, TBC may be deemed to be the beneficial owner of 104,700 shares of Common Stock in open market transactions, TBC may be deemed to be the beneficial owner of an aggregate of 104,700 shares of Common Stock, which constitutes approximately 4.90% of the 2,136,000 shares of Common Stock which TBC believes to be the total number of shares of Common Stock outstanding. The TBC Shares are held in the TBC Accounts.

As of the date hereof, TBK beneficially owns directly 20,000 shares of Common Stock, which constitutes approximately 0.94% of the 2,136,000 shares of Common Stock which TBK believes to be the total number of shares of Common Stock outstanding.

As of the date hereof, Vanderbilt beneficially owns directly 1,500 shares of Common Stock, which constitutes approximately 0.07% of the 2,136,000 shares of Common Stock which Vanderbilt believes to be the total number of shares of Common Stock outstanding.

Each of TBC, TBK and Vanderbilt disclaims that it is the beneficial owner of any of the shares of Common Stock held in the TBC Accounts. The aggregate number of shares of Common Stock with respect to which TBC, TBK and Vanderbilt could be deemed to be the beneficial owner as of the date hereof, is 126,200 shares, which constitutes approximately 5.91% of the 2,136,000 shares of Common Stock, which the filing persons believe to be the total number of shares of Common Stock outstanding, but nothing contained herein shall be construed as an admission that TBC is the beneficial owner of any of the TBC Shares.

The aggregate number of shares and percentage of Common Stock with respect to which each of the General Partners and Members may be deemed to be the beneficial owner by reason of his being a general partner of TBK and Vanderbilt, or a member of TBC is 126,200 shares, which constitutes approximately 5.91% of the 2,136,000 shares of Common Stock outstanding. The aggregate number of shares and percentage of Common Stock with respect to which Thomas P. Knapp may be deemed to be a beneficial owner by reason of his being a general partner of TBK is 20,000 shares of Common Stock which constitutes approximately 0.94% of the 2,136,000 shares of Common Stock outstanding. However, nothing contained herein shall be construed as an admission that any of the General Partners or Thomas P. Knapp is the beneficial owner of any shares of Common Stock, except as set forth herein as expressly and admittedly being beneficially owned by a particular General Partner or Thomas P. Knapp.

Each of TBC, TBK and Vanderbilt disclaims beneficial ownership of Common Stock held by the other. Except as described herein, to the best knowledge of TBC, TBK and Vanderbilt, no person who may be deemed to comprise a group with any of TBC, TBK, Vanderbilt, or any other person named in Item 2 hereof, beneficially owns any shares of Common Stock.

(b) TBC has investment discretion with respect to 104,700 shares of Common Stock held by the TBC Accounts and has sole power to dispose or direct the disposition of all of such shares. Of these shares of Common Stock, TBC has sole power to vote or to direct the voting of 85,700 shares of Common Stock held in certain TBC Accounts.

Each of the Members of TBC, solely by reason of their positions as such, may be deemed to have (i) shared power to dispose of or to direct the disposition of all of the shares of Common Stock held in the TBC Accounts; and (ii) shared power to vote or direct the vote of 85,700 shares of Common Stock held in certain TBC Accounts.

TBK has the sole power to vote or direct the voting of and dispose or direct the disposition of the TBK Shares. Each of the General Partners and

Thomas P. Knapp, solely by reason of their positions as general partners, may be deemed to have shared power to vote or direct the vote of and to dispose or direct the disposition of the TBK Shares.

Vanderbilt has the sole power to vote or direct the voting of and dispose or direct the disposition of the Vanderbilt Shares. Each of the General Partners of Vanderbilt, solely by reason of their positions as such, may be deemed to have shared power to vote or direct the vote of and to dispose or direct the disposition of the Vanderbilt Shares

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(c) No transactions in Common Stock were effected by TBK or Vanderbilt during the sixty-day period ended as of the date hereof. During the sixty-day period ended as of the date hereof, TBC sold shares of the Common Stock in open market transactions, as follows:

<TABLE>

<CAPTION>

REPORTING PERSON	DATE	NO OF SHARES SOLD	PRICE
<S>	<C>	<C>	<C>
TBC Accounts	11/03/97	100	\$ 10
	11/04/97	900	\$ 10 1/4
	12/09/97	10,000	\$ 9 7/8

</TABLE>

(d) To the best knowledge of TBC, each of the persons maintaining an account with TBC has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock held in said person's TBC Account.

To the best knowledge of TBK, no person other than TBK has the right to receive or the power to direct the receipt of dividends from, or the proceeds

from the sale of, the TBK Shares, except that the General Partners and Thomas P. Knapp may be deemed to have such rights and powers solely by reason of being general partners in TBK.

To the best knowledge of Vanderbilt, no person other than Vanderbilt has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Vanderbilt Shares, except that the General Partners in Vanderbilt may be deemed to have such rights and powers solely by reason of being general partners in Vanderbilt.

(e) Not applicable.

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SIGNATURE

Each of Tweedy, Browne Company LLC, TBK Partners, L.P. and Vanderbilt Partners, L.P., after reasonable inquiry and to the best of its knowledge and belief, hereby certifies that the information set forth in this Statement is true, complete and correct.

TWEEDY, BROWNE COMPANY LLC

By _____
Christopher H. Browne
Member

TBK PARTNERS, L.P.

By _____
Christopher H. Browne
General Partner

VANDERBILT PARTNERS, L.P.

By _____
Christopher H. Browne
General Partner

Dated: December 15, 1997

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[TWEEDYBROWNE COMPANY LLC LETTERHEAD]

December 15, 1997

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: J. W. Mays, Inc.
Amendment No. 3 to a Statement on Schedule 13D filed by
Tweedy, Browne Company LLC, TBK Partners, L.P.
and Vanderbilt Partners, L.P.

Dear Sirs:

Tweedy, Browne Company LLC ("TBC"), TBK Partners, L.P. ("TBK") and Vanderbilt Partners, L.P. ("Vanderbilt") file with you herewith pursuant to Section 13(d) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder one copy, of Amendment No. 3 to a Statement on Schedule 13D (the "Amendment No. 3") relating to ownership by TBC, TBK and Vanderbilt, respectively, of Common Stock of J. W. Mays, Inc. (the "Company").

A copy of the Amendment No. 3 has today been sent by certified mail to the Company at its offices at 9 Bond Street, Brooklyn, New York 11202.

Very truly yours,

M. Gervase Rosenberger

