

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities

Filing Date: **1994-01-07**
SEC Accession No. **0000812074-94-000002**

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SUBJECT COMPANY

METRO AIRLINES INC

CIK: **355625** | IRS No.: **742211124** | State of Incorporation: **DE** | Fiscal Year End: **0430**
Type: **SC 13D** | Act: **34** | File No.: **005-34182** | Film No.: **94500731**
SIC: **4512** Air transportation, scheduled

Business Address
*8445 FREEPORT PARKWAY
STE 500
IRVING TX 75063
2149295117*

FILED BY

OWENS ILLINOIS INC /DE/

CIK: **812074** | IRS No.: **222781933** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D**
SIC: **3221** Glass containers

Business Address
*ONE SEAGATE
TOLEDO OH 43666
4192475000*

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

SCHEDULE 13-D

Under the Securities Exchange Act of 1934

Metro Airlines, Inc.

(Name of issuer)

Common Stock

(Title of class of securities)

591905203

(CUSIP number)

Thomas L. Young, Esq.
Owens-Illinois, Inc.
One SeaGate
Toledo, Ohio 43666
(419) 247-5000

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

December 28, 1993

(Date of event which requires filing of this statement)

If the 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 this statement / X /.

CUSIP NO. 591905203 13D Page 2 of 4 Pages

(1) NAME OF REPORTING PERSONS Owens-Illinois, Inc.
S.S. OR I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS 22-2781933

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

(3) SEC USE ONLY

(4) SOURCES OF FUNDS* 00

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

(6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES (7) SOLE VOTING POWER 3,500,000
BENEFICIALLY

OWNED BY EACH (8) SHARED VOTING POWER none
REPORTING PERSON

(9) SOLE DISPOSITIVE POWER 3,500,000

(10) SHARED DISPOSITIVE POWER none

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,500,000

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

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 15.19%

(14) TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

The class of equity security to which this statement relates is the Common Stock, \$0.01 par value ("Securities"), of Metro Airlines, Inc. ("Issuer"), a Delaware corporation, with offices located at 8445 Freeport Parkway, Suite 500, Irving, Texas 75063.

Item 2. Identity and Background.

This statement is being filed by Owens-Illinois, Inc. ("Owens"), a Delaware corporation. Owens' principal business is the manufacture of packaging products at facilities throughout the United States. Its principal offices are located at One SeaGate, Toledo, Ohio 43666.

(d) and (e) None.

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

The consideration for the 3,500,000 shares of Securities received by Owens is the allowed claim of Owens and two of its wholly owned subsidiaries in the reorganization plan resulting from the Chapter 11 bankruptcy proceedings of the Issuer.

Item 4. Purpose of Transaction.

Owens, along with a number of other creditors, has received the Securities in the reorganization of the Issuer. Owens has no plans or proposals which relate to or would result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of the Schedule 13D form.

Item 5. Interest in Securities of the Issuer.

(a) The number of shares of the Securities received by Owens is 3,500,000 representing 15.19% of the 23,034,418 shares of the Securities issued and outstanding as a result of effectiveness of the reorganization plan.

(b) Owens has sole power to vote or to direct the vote and sole power to dispose or to direct the disposition of the entire 3,500,000 shares of the Securities.

(c) not applicable.

(d) Owens has sole right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the 3,500,000 shares of the Securities.

(e) not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

None.

Item 7. Material to be Filed as Exhibits.

None.

SIGNATURE

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

January 7, 1994

(Date)

(Thomas L. Young)

(Signature)

Thomas L. Young, Vice President
General Counsel and Secretary

(Name/Title)

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