

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1999-09-10**  
SEC Accession No. **0000891547-99-000079**

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

### SUBJECT COMPANY

#### **CPI CORP**

CIK: **25354** | IRS No.: **431256674** | State of Incorporation: **DE** | Fiscal Year End: **0206**  
Type: **SC 13G/A** | Act: **34** | File No.: **005-33916** | Film No.: **99709567**  
SIC: **7200** Personal services

Mailing Address  
1706 WASHINGTON AVE  
ST LOUIS MO 63103

Business Address  
1706 WASHINGTON AVE  
ST LOUIS MO 63103-1790  
3142311575

### FILED BY

#### **LINDNER ASSET MANAGEMENT INC /ADV**

CIK: **891547** | IRS No.: **431615580** | State of Incorporation: **MI** | Fiscal Year End: **1231**  
Type: **SC 13G/A**

Business Address  
7711 CARONDELET AVE  
STE 700  
ST LOUIS MO 63105  
3147275305

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

SCHEDULE 13-G

Under the Securities Exchange Act of 1934

(Amendment No. 3 )

CPI Corp.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

125902-10-6  
(CUSIP Number)

Check the following box if a fee is being paid with this statement (A fee is not required only if the filing person: (1) has a previous statement on reporting the 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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities and 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).

Name of reporting person: Lindner Asset Management, Inc. (formerly  
Ryback Management Corporation)  
I.R.S. Identification No. of Above Entity 43-1615580

Check Appropriate Box if a member of a group\*

3. SEC use only

4. Citizenship or Place of Organization

Michigan

Number of 5. Sole Voting Power

Shares 372,900

Beneficially 6. Shared Voting Power

Owned by

Each 7. Sole Dispositive Power

Reporting 372,900

Person With 8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by each reporting person:

372,900 shares held by Lindner Large-Cap Fund (formerly Lindner Growth Fund)

10. Check Box if the Aggregate amount in Row (9) excludes certain shares

11. Percent of Class Represented by Amount in Row (9)

3.70%

12. Type of Reporting Person

IA - Lindner Asset Management, Inc. IV - Lindner Investment Series Trust

sec 1745 (6-80)

SEE INSTRUCTION BEFORE FILLING OUT!

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SEC 13 G  
SECURITIES AND EXCHANGE COMMISSION  
SCHEDULE 13-G Amendment No. 2

Item 1(a) Name of Issuer:

CPI Corp.

Item 1(b) Address of Issuer's Principal Executive Offices:

1706 Washington Avenue  
St. Louis, MO 63103

Item 2(a) Name of Person Filing:

Lindner Asset Management, Inc. (formerly Ryback Management Corporation)

Item 2(b) Address of Principal Business Office:

7711 Carondelet Ave., Box 16900, St. Louis, MO 63105

Item 2(c) Citizenship:

Michigan

Items 2(d) Title and Class of Securities:

Common Stock

Item 2(e) CUSIP:

125902-10-6

Item 3) If this statement is filed pursuant to Rule 13d-1(b) or, 13d-2(b), check whether the person filing is a:

Investment Company registered under Section 8 of the Investment Company Act ( LINDNER INVESTMENT SERIES TRUST)

Item 4 Ownership:

The Shares listed below were held in a fiduciary capacity by Lindner Asset Management, Inc. and/or Lindner Investment Series Trust as of August 31, 1999:

(A) Amount beneficially owned: 372,900 held by Lindner Large-Cap Fund (formerly Lindner Growth Fund)

(B) Percent of class: 3.7%

(C) Number of shares as to which such subject COMPANY has:

(1) sole power to vote or direct to vote: 372,900

(2) shared power to vote or direct to vote:

(3) sole power to dispose of or direct disposition of: 372,900

(4) shared power to dispose or direct disposition of:

Instruction: For computation regarding securities which represent the right to acquire an underlying security see Rule 13d-3(d)(1).

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Item 5. Ownership of Five Percent or Less of a Class

Lindner Large-Cap Fund no longer holds shares which exceed 5% of the outstanding class of securities. The Lindner Large-Cap Fund is a separate series of the Lindner Investments Series Trust.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported On By the Parent Holding Company.

See Item 3

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the

ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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.

DATED: September 10, 1999

/S/ Eric E. Ryback, President  
Lindner Asset Management, Inc.  
Lindner Investment Series Trust  
(314) 727-5305