

# 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: **2003-02-10**  
SEC Accession No. **0000909518-03-000052**

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

### FILED BY

#### **KLINGENSTEIN FIELDS & CO LLC**

CIK: **859872** | IRS No.: **133479093** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **SC 13G/A**

Business Address  
*787 SEVENTH AVENUE  
NEW YORK NY 10019  
2124927000*

### SUBJECT COMPANY

#### **POGO PRODUCING CO**

CIK: **230463** | IRS No.: **741659398** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G/A** | Act: **34** | File No.: **005-15917** | Film No.: **03547915**  
SIC: **1311** Crude petroleum & natural gas

Mailing Address	Business Address
<i>5 GREENWAY PLAZA SUITE 2700 P O BOX 2504 HOUSTON TX 77252</i>	<i>5 GREENWAY PLAZA STE 2700 P O BOX 2504 HOUSTON TX 77252-0504 7132975000</i>

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 15)\*

POGO PRODUCING COMPANY  
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(Name of Issuer)

COMMON STOCK, \$1.00 PAR VALUE  
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(Title of Class of Securities)

730448107  
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(CUSIP Number)

December 31, 2002  
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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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 purposes 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).

CUSIP No. 730448107  
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1. Names of Reporting Persons. KLINGENSTEIN, FIELDS & CO., L.L.C.  
I.R.S. Identification Nos. of above persons (entities only).  
13-3479093  
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2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) [ ]  
(b) [ ]  
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3. SEC Use Only .....  
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4. Citizenship or Place of Organization DELAWARE  
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Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With

5. Sole Voting Power 0  
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6. Shared Voting Power 3,180,062  
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7. Sole Dispositive Power 0  
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9. Aggregate Amount Beneficially Owned by Each Reporting Person. 3,180,062  
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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

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11. Percent of Class Represented by Amount in Row (9) 5.2%.  
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12. Type of Reporting Person (See Instructions) IA  
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ITEM 1

- (a) Name of Issuer: POGO PRODUCING COMPANY
- (b) Address of Issuer's Principal Executive Offices  
FIVE GREENWAY PLAZA  
SUITE 2700  
HOUSTON, TEXAS 77046-0504

ITEM 2

- (a) Name of Person Filing  
SEE ITEM 1 OF THE COVER PAGE ATTACHED HERETO
- (b) Address of Principal Business Office or, if none, Residence  
787 SEVENTH AVENUE NEW YORK, NEW YORK 10019
- (c) Citizenship  
SEE ITEM 4 OF THE COVER PAGE ATTACHED HERETO
- (d) Title of Class of Securities  
COMMON STOCK, PAR VALUE \$1.00 PER SHARE
- (e) CUSIP Number: 730448107

ITEM 3

ITEM 4

- (a) Amount Beneficially Owned: SEE ITEM 9 OF THE COVER PAGE  
ATTACHED HERETO
- (b) Percent of Class  
SEE ITEM 11 OF THE COVER PAGE ATTACHED HERETO
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote SEE ITEM  
5 OF THE COVER PAGE ATTACHED HERETO
  - (ii) shared power to vote or to direct the vote SEE  
ITEM 6 OF THE COVER PAGE ATTACHED HERETO
  - (iii) sole power to dispose or to direct the  
disposition of SEE ITEM 7 OF THE COVER PAGE  
ATTACHED HERETO

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- (iv) shared power to dispose or to direct the  
disposition of SEE ITEM 8 OF THE COVER PAGE  
ATTACHED HERETO

ITEM 5

Ownership of Five Percent or Less of a Class  
NOT APPLICABLE

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  
NOT APPLICABLE

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.

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.

February 6, 2003

Klingenstein, Fields & Co., L.L.C.

By: /s/ Jonathan Roberts

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Jonathan Roberts, Member