

SCHNITZER STEEL INDUSTRIES INC

Form SC 13G/A

February 11, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 11)\*

Schnitzer Steel Industries, Inc.

(Name of Issuer)

Class A Common Stock, \$1 par value

(Title of Class of Securities)

806882 10 6

(CUSIP Number)

N/A

(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 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).

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

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
U.S.

	5.	SOLE VOTING POWER	
			4,500
NUMBER OF SHARES	6.	SHARED VOTING POWER	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			7,172,171
	7.	SOLE DISPOSITIVE POWER	
			491,549
	8.	SHARED DISPOSITIVE POWER	
			30,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
7,176,671

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
23.6%

12. TYPE OF REPORTING PERSON\*  
  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	
			2,100
NUMBER OF	6.	SHARED VOTING POWER	
SHARES			7,142,171
BENEFICIALLY	7.	SOLE DISPOSITIVE POWER	
OWNED BY			104,424
EACH	8.	SHARED DISPOSITIVE POWER	
REPORTING			0
PERSON			
WITH			

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,144,271

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Kathleen Lewis

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

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	7,142,171
	7.	SOLE DISPOSITIVE POWER	129,984
	8.	SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,171

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Marilyn S. Easley

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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U.S.

	5.	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	7,205,636
	7.	SOLE DISPOSITIVE POWER	530,417
	8.	SHARED DISPOSITIVE POWER	63,465

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,205,636

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
23.7%

12. TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S.

5. SOLE VOTING POWER

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0  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
6. SHARED VOTING POWER  
7,142,171  
-----  
7. SOLE DISPOSITIVE POWER  
119,799  
-----  
8. SHARED DISPOSITIVE POWER  
15,389  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,171  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%  
-----

12. TYPE OF REPORTING PERSON\*

IN  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Danielle Easley Nye  
-----

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

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.  
-----

5. SOLE VOTING POWER

7,500  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY

6. SHARED VOTING POWER

7,142,171

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EACH  
REPORTING  
PERSON  
WITH

7. SOLE DISPOSITIVE POWER  
97,281

8. SHARED DISPOSITIVE POWER  
16,361

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,149,671

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
23.5%

12. TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S.

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER  
7,142,171

7. SOLE DISPOSITIVE POWER  
70,918

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

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8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,171

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gilbert Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

7,142,171

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

882,222

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON



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7,142,171

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Thelma S. Schnitzer

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

7,142,171

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

882,222

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,171

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gary Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

3,900

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

7,142,171

7. SOLE DISPOSITIVE POWER

3,900

8. SHARED DISPOSITIVE POWER

1,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,146,071

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

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12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Sandra Wilder

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----  
5. SOLE VOTING POWER  
0  
-----  
6. SHARED VOTING POWER  
7,142,171  
-----  
7. SOLE DISPOSITIVE POWER  
920  
-----  
8. SHARED DISPOSITIVE POWER  
0  
-----

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,171

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

-----  
12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Gregory Schnitzer

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----  
5. SOLE VOTING POWER

30,000

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-----  
6. SHARED VOTING POWER

7,142,171

-----  
7. SOLE DISPOSITIVE POWER

85,233

-----  
8. SHARED DISPOSITIVE POWER

0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,172,171

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.6%

-----  
12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Kenneth M. Novack

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	7,142,171
	7.	SOLE DISPOSITIVE POWER	0
	8.	SHARED DISPOSITIVE POWER	312,451

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,171

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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

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Deborah S. Novack

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

7,142,171

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

312,031

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,171

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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

Melanie A. Novack

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

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-----  
3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----

	5.	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	7,142,171
	7.	SOLE DISPOSITIVE POWER	0
	8.	SHARED DISPOSITIVE POWER	0

-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,171

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Lois T. Schnitzer

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

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

7,232,171

7. SOLE DISPOSITIVE POWER

283,483

8. SHARED DISPOSITIVE POWER

90,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,232,171

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.8%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Rita S. Philip

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.



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	5.	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	7,157,171
	7.	SOLE DISPOSITIVE POWER	0
	8.	SHARED DISPOSITIVE POWER	737,625

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,157,171

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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

Robert W. Philip

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	272,627
NUMBER OF SHARES	6.	SHARED VOTING POWER	

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	7,142,171
7.	SOLE DISPOSITIVE POWER
	536,920
8.	SHARED DISPOSITIVE POWER
	380,100

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,414,798

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

24.2%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

13G

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

Michele Babette Philip

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	6.	SHARED VOTING POWER
		7,142,171
	7.	SOLE DISPOSITIVE POWER

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WITH 24,981

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,171

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gayle S. Romain

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

(b) [ ].

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

7,206,446

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

656,437

Edgar Filing: SCHNITZER STEEL INDUSTRIES INC - Form SC 13G/A

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,206,446

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.7%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Laura H. Rosencrantz

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

7,142,171

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,171

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bryan L. Rosencrantz

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

2,250

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

7,142,171

7. SOLE DISPOSITIVE POWER

23,470

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,144,421

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Sandra Lee Schnitzer

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

7,800

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

7,187,171

7. SOLE DISPOSITIVE POWER

286,392

8. SHARED DISPOSITIVE POWER

30,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,194,971

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.7%

12. TYPE OF REPORTING PERSON\*

IN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Mardi S. Schnitzer

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----  
5. SOLE VOTING POWER  
1,800  
-----  
6. SHARED VOTING POWER  
7,187,171  
-----  
7. SOLE DISPOSITIVE POWER  
309,720  
-----  
8. SHARED DISPOSITIVE POWER  
118,874  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	1,800
	6.	SHARED VOTING POWER	7,187,171
	7.	SOLE DISPOSITIVE POWER	309,720
	8.	SHARED DISPOSITIVE POWER	118,874

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,188,971

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.6%

-----  
12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Jill Schnitzer Edelson

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----  
5. SOLE VOTING POWER

300

NUMBER OF  
SHARES  
-----  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

7,142,547

7. SOLE DISPOSITIVE POWER

300

8. SHARED DISPOSITIVE POWER

389,162

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,847

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

-----  
12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Richard H. Edelson

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	
			7,142,547
	7.	SOLE DISPOSITIVE POWER	
			0
	8.	SHARED DISPOSITIVE POWER	
			198,940

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,547

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Dina S. Meier

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

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----

	5.	SOLE VOTING POWER	
			0
NUMBER OF	-----	6.	SHARED VOTING POWER
SHARES			
BENEFICIALLY			7,146,446
OWNED BY		-----	-----
EACH		7.	SOLE DISPOSITIVE POWER
REPORTING			
PERSON			0
WITH		-----	-----
		8.	SHARED DISPOSITIVE POWER
			414,464

-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,146,446

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

-----  
12. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Eric Meier

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .  
(b) .

-----  
3. SEC USE ONLY

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-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

-----  
5. SOLE VOTING POWER  
0  
-----  
NUMBER OF  
SHARES  
6. SHARED VOTING POWER  
7,146,446  
-----  
BENEFICIALLY  
OWNED BY  
EACH  
7. SOLE DISPOSITIVE POWER  
0  
-----  
REPORTING  
PERSON  
WITH  
8. SHARED DISPOSITIVE POWER  
311,942  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,146,446

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*  
-----

IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Jean S. Reynolds

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

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

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U.S.

	5.	SOLE VOTING POWER	2,000
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	7,229,071
	7.	SOLE DISPOSITIVE POWER	145,514
	8.	SHARED DISPOSITIVE POWER	402,179

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,231,071

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.8%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Alan Scott Davis

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	----- 6. SHARED VOTING POWER  7,142,171 ----- 7. SOLE DISPOSITIVE POWER  18,261 ----- 8. SHARED DISPOSITIVE POWER  0 -----
--	--

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,142,171

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.5%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Samantha Paige Davis

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	----- 5. SOLE VOTING POWER  0 ----- 6. SHARED VOTING POWER  7,142,171 -----
---	---

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REPORTING PERSON WITH 7. SOLE DISPOSITIVE POWER 39,645

8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,142,171

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 23.5%

12. TYPE OF REPORTING PERSON\* IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION U.S.

5. SOLE VOTING POWER 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6. SHARED VOTING POWER 7,266,571

7. SOLE DISPOSITIVE POWER 777,798

8. SHARED DISPOSITIVE POWER

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439,679

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,266,571

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.9%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Susan Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) .

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

7,254,671

7. SOLE DISPOSITIVE POWER

507,678

8. SHARED DISPOSITIVE POWER

112,500

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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7,254,671

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.8%

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer

Schnitzer Steel Industries, Inc. (the "Company")

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

3200 NW Yeon Avenue  
Portland, OR 97210

Item 2(a). Names of Persons Filing

Carol S. Lewis	Robert W. Philip
Emanuel Rose	Michele Babette Philip
Kathleen Lewis	Gayle S. Romain
Marilyn S. Easley	Laura H. Rosencrantz
David S. Easley	Bryan L. Rosencrantz
Danielle Easley Nye	Sandra Lee Schnitzer
Sean M. Easley	Mardi S. Schnitzer
Gilbert Schnitzer	Jill Schnitzer Edleson
Thelma S. Schnitzer	Richard H. Edelson
Gary Schnitzer	Dina S. Meier
Sandra Wilder	Eric Meier
Gregory Schnitzer	Jean S. Reynolds
Kenneth M. Novack	Alan Scott Davis
Deborah S. Novack	Samantha Paige Davis
Melanie A. Novack	Dori Schnitzer
Lois T. Schnitzer	Susan Schnitzer
Rita S. Philip	

Item 2(b). Address of Principal Business Office, or if none, Residence

For all Reporting Persons:

3200 NW Yeon Avenue  
Portland, OR 97210

Item 2(c). Citizenship or Place of Organization

Each individual listed in Item 2(a) is a citizen of the United States.

Item 2(d). Title of Class of Securities



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Class A Common Stock, \$1 par value

Item 2(e). CUSIP NUMBER

-----

806882 10 6

Item 3. Type of Reporting Person

-----

Inapplicable

Item 4. Ownership

-----

Pursuant to the terms of the Schnitzer Steel Industries, Inc. Restated Voting Trust and Buy-Sell Agreement dated March 26, 2001 (the "Schnitzer Trust Agreement"), the beneficial owners of 7,142,171 shares of Class B Common Stock of the Company have contributed those shares to the

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Schnitzer Steel Industries, Inc. Voting Trust (the "Schnitzer Trust"). The Schnitzer Trust is divided into four separate groups, one for each branch of the Schnitzer family. Carol S. Lewis, Dori Schnitzer, Gary Schnitzer, and Rita S. Philip are the four trustees of the Schnitzer Trust, and each is also the separate trustee for his or her separate family group. Pursuant to the Schnitzer Trust Agreement, the trustees as a group have the power to vote the shares held in the Schnitzer Trust and, in determining how the trust shares will be voted, each trustee separately has the number of votes equal to the number of shares held in trust for his or her family group.

The Reporting Persons are all beneficial owners of shares of Class B Common Stock contributed to the Schnitzer Trust. Each share of Class B Common Stock is convertible into one share of Class A Common Stock.

See Items 5 through 9 and 11 of the Cover Pages for the beneficial ownership of Class A Common Stock by each Reporting Person. All of the shares of Class A Common Stock reported in Items 5 through 9 and 11 of the Cover Pages are shares which may be acquired upon conversion of Class B Common Stock, except for the following shares of Class A Common Stock that are actually owned or subject to exercisable options:

Reporting Person	Class A Common Stock Actually Owned	Percent of Class	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power
-----	-----	-----	-----	-----	-----	-----
1. Carol S. Lewis	4,500	0.0	4,500	0	4,500	0
2. Danielle Easley Nye	7,500	0.0	7,500	0	7,500	0
3. Gary Schnitzer	3,900	0.0	3,900	0	3,900	0
4. Gregory Schnitzer	30,000	0.1	30,000	0	30,000	0
5. Rita S. Philip	15,000	0.1	0	15,000	0	15,000
6. Robert W. Philip(1)	272,671	1.2	272,671	0	272,671	0
7. Gayle S. Romain	19,275	0.1	0	19,275	0	19,275
8. Bryan L. Rosencrantz	2,250	0.0	2,250	0	2,250	0

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9.	Sandra Lee Schnitzer	7,800	0.0	7,800	0	7,800	0
10.	Mardi S. Schnitzer	1,800	0.0	1,800	0	1,800	0
11.	Jill Schnitzer Edelson	676	0.0	300	376	300	376
12.	Richard H. Edelson	376	0.0	0	376	0	376
13.	Dina S. Meier	4,275	0.0	0	4,275	0	4,275
14.	Eric Meier	4,275	0.0	0	4,275	0	4,275
15.	Jean S. Reynolds	13,900	0.1	2,000	11,900	2,000	11,900
16.	Dori Schnitzer	11,900	0.1	0	11,900	0	11,900

-----  
 (1) Includes 272,477 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.

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

-----  
 Inapplicable

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

-----  
 Inapplicable

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

-----  
 Inapplicable

Item 8. Identification and Classification of Members of the Group

-----  
 The Reporting Persons are required to file this Schedule pursuant to Rule 13d-1(d) and are filing a joint Schedule on behalf of all of them. Attached as Exhibit A to this Amendment No. 11 is the Schedule 13G Filing Agreement and Power of Attorney among the Reporting Persons which identifies each member of the group.

Item 9. Notice of Dissolution of Group

-----  
 Inapplicable

Item 10. Certification

-----  
 Inapplicable

SIGNATURE

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

Date: February 11, 2005.

CAROL S. LEWIS  
 EMANUEL ROSE  
 KATHLEEN LEWIS  
 MARILYN S. EASLY  
 DAVID S. EASLY

DANIELLE EASLY NYE  
SEAN M. EASLY  
GILBERT SCHNITZER  
THELMA S. SCHNITZER  
GARY SCHNITZER  
SANDRA WILDER  
GREGORY SCHNITZER  
KENNETH M. NOVACK  
DEBORAH S. NOVACK  
MELANIE A. NOVACK  
LOIS T. SCHNITZER  
RITA S. PHILIP  
ROBERT W. PHILIP  
MICHELE BABETTE PHILIP

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GAYLE S. ROMAIN  
LAURA H. ROSENCRANTZ  
BRYAN L. ROSENCRANTZ  
SANDRA LEE SCHNITZER  
MARDI S. SCHNITZER  
JILL SCHNITZER EDELSON  
RICHARD H. EDELSON  
DINA S. MEIER  
ERIC MEIER  
JEAN S. REYNOLDS  
ALAN SCOTT DAVIS  
SAMANTHA PAIGE DAVIS  
DORI SCHNITZER  
SUSAN SCHNITZER

By /s/ Charles A. Ford

-----  
Charles A. Ford, Attorney-in-Fact  
for all Reporting Persons

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EXHIBIT A

SCHNITZER STEEL INDUSTRIES, INC.

SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY

This SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY (the "Agreement")

## Edgar Filing: SCHNITZER STEEL INDUSTRIES INC - Form SC 13G/A

is entered into as of March 31, 1994 by and among the undersigned beneficial owners (the "Beneficial Owners") of Common Stock of Schnitzer Steel Industries, Inc. (the "Company").

WHEREAS, the Beneficial Owners have sole or shared voting or dispositive power over an aggregate of 4,728,249 shares of Class B Common Stock of the Company deposited in the Schnitzer Steel Industries, Inc. Voting Trust (the "Voting Trust"), which shares are convertible into Class A Common Stock of the Company representing more than five percent of the outstanding Class A Common Stock; and

WHEREAS, as a result of their participation in the Voting Trust, the Beneficial Owners may be deemed to be a group required to file a Schedule 13G and annual amendments thereto with the Securities and Exchange Commission to report their beneficial ownership of shares of Class A Common Stock, and the Beneficial Owners desire to jointly file such Schedule 13G and any amendments thereto;

NOW, THEREFORE, the Beneficial Owners agree as follows:

1. Joint Filing Agreement. The Beneficial Owners hereby agree that the Schedule 13G reporting their beneficial ownership as of December 31, 1993 of Class A Common Stock of the Company is, and any amendments thereto or any future Schedule 13Gs or amendments thereto signed by each of the undersigned personally or through an attorney-in-fact shall be, filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934.

2. Power of Attorney. Each Beneficial Owner hereby constitutes and appoints Kenneth M. Novack, Edgar C. Shanks and Charles A. Ford, and any one of them, as his or her true and lawful attorney, agent and attorney-in-fact for the purpose of executing and delivering in the name and on behalf of the undersigned all documents required to be filed with the Securities and Exchange Commission pursuant to Section 13(g) of the Securities Exchange Act of 1934 in connection with the reporting of beneficial ownership by the undersigned of Class A Common Stock of the Company, including specifically, but without limitation thereto, power and authority to sign the undersigned's name as attorney-in-fact to a Schedule 13G to be filed to report beneficial ownership as of December 31, 1993 of Class A Common Stock of the Company and to any amendments thereto, and to any future Schedule 13G or amendments thereto as may

### SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY - PAGE 1

be required under the Securities Exchange Act of 1934, and to any joint filing agreements among the undersigned relating to such documents, and to file any such statement, amendment or agreement with the Securities and Exchange Commission. The undersigned ratifies and confirms all that such attorney and agent shall do or cause to be done by virtue hereof.

3. Additional Parties. Any person who becomes a beneficial owner (as defined in Rule 13d-3 under the Securities Exchange Act of 1934) of shares of Class B Common Stock of the Company deposited in the Voting Trust may, by execution of a counterpart signature page to this Agreement, become a party to this Agreement. Each Beneficial Owner consents and agrees to the automatic amendment of this Agreement to add as a party any such person who shall thereafter be considered a Beneficial Owner under this Agreement.

4. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall constitute an original, but all of which, when taken together, shall constitute only one legal instrument.

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IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

MANUEL SCHNITZER

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Manuel Schnitzer

EDITH SCHNITZER

-----  
Edith Schnitzer

CAROL S. LEWIS

-----  
Carol S. Lewis

SCOTT LEWIS

-----  
Scott Lewis

LARRY LEWIS

-----  
Larry Lewis

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KATHLEEN LEWIS

-----  
Kathleen Lewis

MARILYN S. EASLY

-----  
Marilyn S. Easly

DAVID S. EASLY

-----  
David S. Easly

DANIELLE C. EASLY

-----  
Danielle C. Easly

SEAN M. EASLY

-----  
Sean M. Easly

GILBERT SCHNITZER

-----  
Gilbert Schnitzer

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THELMA S. SCHNITZER

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Thelma S. Schnitzer

GARY SCHNITZER

-----  
Gary Schnitzer

ANDREA SCHNITZER

-----  
Andrea Schnitzer

GREGORY SCHNITZER

-----  
Gregory Schnitzer

KENNETH M. NOVACK

-----  
Kenneth M. Novack

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DEBORAH S. NOVACK

-----  
Deborah S. Novack

MELANIE A. NOVACK

-----  
Melanie A. Novack

LEONARD SCHNITZER

-----  
Leonard Schnitzer

LOIS T. SCHNITZER

-----  
Lois T. Schnitzer

RITA S. PHILIP

-----  
Rita S. Philip

GAYLE S. ROMAIN

-----  
Gayle S. Romain

LAWRENCE ROSENCRANTZ

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Lawrence Rosencrantz

BRYAN L. ROSENCRANTZ  
-----

Bryan L. Rosencrantz

SANDRA LEE SCHNITZER  
-----

Sandra Lee Schnitzer

MARDI S. SCHNITZER  
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Mardi S. Schnitzer

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JILL SCHNITZER EDELSON  
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Jill Schnitzer Edelson

DINA EVAN SCHNITZER  
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Dina Evan Schnitzer

MILDRED SCHNITZER  
-----

Mildred Schnitzer

JEAN S. REYNOLDS  
-----

Jean S. Reynolds

N. DICKSON DAVIS  
-----

N. Dickson Davis

DORI SCHNITZER  
-----

Dori Schnitzer

SUSAN SCHNITZER  
-----

Susan Schnitzer

First Interstate Bank of Oregon,  
N.A.

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By APRIL D. SANDERSON

-----  
April D. Sanderson  
Vice President and Area Manager

PARTIES ADDED PURSUANT TO SECTION 3 FOR 12/31/94 SCHEDULE 13G:

ROBERT W. PHILIP

-----  
Robert W. Philip

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LAURA H. ROSENCRANTZ

-----  
Laura H. Rosencrantz

PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/95 SCHEDULE 13G:

RICHARD H. EDELSON

-----  
Richard H. Edelson

PARTIES ADDED PURSUANT TO SECTION 3 FOR 12/31/96 SCHEDULE 13G:

SAMANTHA PAIGE DAVIS

-----  
Samantha Paige Davis

MICHELE BABETTE PHILIP

-----  
Michele Babette Philip

PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/97 SCHEDULE 13G:

EMANUEL ROSE

-----  
Emanuel Rose

PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/98 SCHEDULE 13G:

ALAN SCOTT DAVIS

-----  
Alan Scott Davis



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PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/03 SCHEDULE 13G:

SANDRA WILDER

-----  
Sandra Wilder

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PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/04 SCHEDULE 13G:

ERIC MEIER

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Eric Meier

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