

Edgar Filing: BARRETT RESOURCES CORP - Form SC 13D/A

BARRETT RESOURCES CORP
Form SC 13D/A
July 09, 2001

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)

BARRETT RESOURCES CORPORATION

(Name of Issuer)

Common Stock, Par Value \$.01 Per
Share (including the associated preferred
stock purchase rights)

(Title of Class and Securities)

068480201

(CUSIP Number)

William G. von Glahn, Esq.
Senior Vice President and General Counsel
The Williams Companies, Inc.
One Williams Center
Tulsa, Oklahoma 74172
Telephone: (918) 573-2000

With a copy to:

Morris J. Kramer, Esq.
Richard J. Grossman, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036
Telephone: 212-735-3000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

July 3, 2001

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

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SCHEDULE 13D

CUSIP No. 068480201

1. NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
The Williams Companies, Inc.
IRS Id. No: 73-0569878

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

3. SEC USE ONLY

4. SOURCE OF FUNDS*
BK

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE VOTING POWER 0 |
| | 8. SHARED VOTING POWER 16,730,502 |
| | 9. SOLE DISPOSITIVE POWER 0 |
| | 10. SHARED DISPOSITIVE POWER 16,730,502 |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,730,502

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

50.0%(1)

14. TYPE OF REPORTING PERSON
CO

1 Based on the 33,479,127 shares issued and outstanding as of the close of business on July 2, 2001.

SCHEDULE 13D

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CUSIP No. 068480201

1. NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Resources Acquisition Corp.
IRS Id. No: 73-1613076

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

3. SEC USE ONLY

4. SOURCE OF FUNDS*
AF

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE VOTING POWER |
| | 0 |
| | 8. SHARED VOTING POWER |
| | 16,730,502 |
| | 9. SOLE DISPOSITIVE POWER |
| 0 | |
| | 10. SHARED DISPOSITIVE POWER |
| | 16,730,502 |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,730,502

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
50.0%(1)

14. TYPE OF REPORTING PERSON
CO

1 Based on the 33,479,127 shares issued and outstanding as of the close of business on July 2, 2001.

The Williams Companies, Inc., a Delaware corporation ("Williams"), and Resources Acquisition Corp., a Delaware corporation and a wholly-owned

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Name: Keith E. Bailey
Title: Chairman, President and
Chief Executive Officer

Dated: July 9, 2001

INDEX TO EXHIBITS

| Exhibit No. | Description |
|----------------|--|
| Exhibit 99.1 | Joint Press Release issued by Williams and Barrett Resources on July 3, 2001. |