

Edgar Filing: WAVELAND PARTNERS LP - Form 4

WAVELAND PARTNERS LP
Form 4
November 13, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Waveland Capital Management, L.P.
Clincher Capital Corporation

(Last) (First) (Middle)

227 West Monroe, Suite 4800

(Street)

Chicago Illinois 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Heartland Partners, L.P. (AMEX:HTL)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

October 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
 Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		Code	V	Amount	or (A) or (D)

Class A Limited Partnership Units

Class A Limited Partnership Units	10/18/01	S		18,151	D	\$16.70
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* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Response)

(Over)

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FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion cisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
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Explanation of Responses:

WAVELAND CAPITAL MANAGEMENT, L.P.

by: Clincher Capital Corporation, as
general partner

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/s/ David S. Richter

November 13, 2001

**Signature of Reporting Person
David S. Richter, President

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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ATTACHMENT

Pursuant to Rules 16a-1(a)(3) and 16a-3(j) of the Securities Exchange Act of 1934 and General Instruction 4(b)(v) of Form 4, the undersigned hereby execute this attachment as joint filers with respect to the foregoing Statement of Changes in Beneficial Ownership (Statement for October 2001) regarding certain Class A Limited Partnership Units of Heartland Partners, L.P. (AMEX: HTL):

WAVELAND CAPITAL MANAGEMENT, L.P.
227 West Monroe, Suite 4800
Chicago, Illinois 60606
By: Clincher Capital Corporation
Its: General Partner

By: /s/ David S. Richter

David S. Richter, President

CLINCHER CAPITAL CORPORATION
227 West Monroe, Suite 4800
Chicago, Illinois 60606

By: /s/ David S. Richter

David S. Richter, President

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