

Edgar Filing: WAVELAND PARTNERS LP - Form 4

WAVELAND PARTNERS LP
Form 4
December 10, 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 International, Ltd.

(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

November 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

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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	(A) or (D)
Class A Limited Partnership Units	11/01/01	J	1/	290,787	D
Class A Limited Partnership Units	11/01/01	J		171,201	A
Class A Limited Partnership Units	11/01/01				
Class A Limited Partnership Units	11/01/01	J		119,586	A

- 1/ Internal transfer among related entities (see footnote 2).
- 2/ Waveland International, Ltd. ("WIL") formerly held 308,938 Units of which in transferred Partners, L.P. ("WPLP") and 119,586 Units to Waveland Partners, Ltd. ("WPLD"). The Report and may therefore be deemed to have an indirect ownership interest (pecuniary) in such Un
- 3/ WPLP acquired 171,201 Units from WIL via internal transfer of which WPLP, Waveland Capita

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Clincher Capital Corporation ("CCC") have beneficial ownership interest. However, the other Reporting Persons may be deemed to have an indirect beneficial ownership interest (pecuniary) in such Units.

4/ Units are held in an account for which WCMLP serves as the investment advisor. Thus, WCMLP may be deemed to have an indirect beneficial ownership interest in such Units.

4/ WPLD acquired 119,586 Units from WIL via internal transfer of which WPLD and Waveland Capital have a beneficial ownership interest. However, the other Reporting Persons may be deemed to have an indirect beneficial ownership interest (pecuniary) in such Units.

* 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 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 INTERNATIONAL, LTD.

/s/ David S. Richter, President

December 10, 2001

**Signature of Reporting Person

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 November 2001) regarding certain Class A Limited Partnership Units of Hearland Partners, L.P. (AMEX:HTL):

WAVELAND INTERNATIONAL, LTD.
227 West Monroe, Suite 4800
Chicago, Illinois 60606

By: /s/ David S. Richter

David S. Richter, Director

WAVELAND PARTNERS, L.P.
227 West Monroe, Suite 4800
Chicago, Illinois 60606

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By: Waveland Capital Management, L.P.
Its: General Partner
By: Clincher Capital Corporation
Its: General Partner

By: /s/ David S. Richter

David S. Richter, President

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

WAVELAND PARTNERS, LTD.
227 West Monroe, Suite 4800
Chicago, Illinois 60606

By: /s/ David S. Richter

David S. Richter, Director

WAVELAND CAPITAL MANAGEMENT, LLC
227 West Monroe, Suite 4800
Chicago, Illinois 60606

By: /s/ David S. Richter

David S. Richter, Manager