

LABARGE CRAIG E
Form SC 13D/A
August 25, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

LaBarge, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

5024709C

(Cusip Number)

Craig E. LaBarge, c/o LaBarge, Inc., 9900A Clayton Rd., St. Louis, MO 63124 (314) 997-0800

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

Various; See "Introduction"

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
 Craig E. LaBarge

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
 United States of America

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

7. Sole Voting Power:
 1,112,015

8. Shared Voting Power:
 1,220,423

9. Sole Dispositive Power:
 1,217,023

10. Shared Dispositive Power:
 969,902

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
 2,332,438

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

o

13. Percent of Class Represented by Amount in Row (11):

14.7%

14. Type of Reporting Person (See Instructions):

IN

Introduction.

The number of shares of Common Stock, \$0.01 par value per share (Common Stock), of LaBarge, Inc. (the Company) beneficially owned by Craig E. LaBarge (LaBarge) has increased by 34,041 shares (approximately 0.2% of the Company s outstanding shares) from the number of shares of Common Stock he reported in Amendment No. 1 to his Schedule 13D. However, because of changes in the nature of such holdings resulting from the termination of trusts, granting of stock options and similar events, LaBarge is filing this Amendment No. 2 to his Schedule 13D in order to reflect such changes.

Item 1. Security and Issuer.

Title of Class of Securities: Common Stock, \$0.01 par value per share

Name and Address of Issuer:

LaBarge, Inc.
9900A Clayton Road
St. Louis, Missouri 63124

Item 2. Identity and Background.

(a) Name of Person Filing: Craig E. LaBarge

(b) Address:

Craig E. LaBarge
c/o LaBarge, Inc.
9900A Clayton Road
St. Louis, Missouri 63124

(c) Principal Business: LaBarge, an individual, is the Chief Executive Officer, President and a director of the Company.

(d) Prior Criminal Convictions: None

(e) Prior Civil Proceedings with Respect to Federal or State Securities Laws: None

(f) Citizenship: United States of America

Item 3. Source and Amount of Funds or Other Consideration.

Not Applicable.

Item 4. Purpose of Transaction.

The shares of Common Stock covered by this Statement are being held for investment purposes. LaBarge may assess the market for the purchase and sale of the Common Stock, as

well as the Company's financial position and operations and retains the right to change his investment intent.

Other than as described in this Statement, LaBarge does not have any plans or proposals which relate to or would result in any of the following:

- (a) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company;
- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;
- (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries;
- (d) any change in the present board of directors or management of the Company;
- (e) any material change in the present capitalization or dividend policy of the Company;
- (f) any other material change in the Company's business or corporate structure;
- (g) changes in the Company's charter, bylaws, or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person;
- (h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the 1934 Act; or
- (j) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, LaBarge beneficially owns a total of 2,332,438 shares of Common Stock of the Company, or approximately 14.7% of the sum of the outstanding shares based on 15,773,253 shares outstanding (the Outstanding Shares) as of March 30, 2003 as reported by the Company in its Quarterly Report on Form 10-Q for the quarterly period ended March 30, 2003. The 2,332,438 shares of Common Stock includes the following:

- (i) options exercisable within 60 days for 405,405 shares of Common Stock under the Company's stock option plans, with respect to which, if exercised, LaBarge will have sole voting and sole dispositive power;
- (ii) 1,188,833 shares of Common Stock held in the Company's 401(k) plan for which LaBarge serves as one of two administrators and as to which he has shared voting power. LaBarge has (x) sole dispositive power as to 105,008 of these shares, held in his

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own account, (y) shared dispositive power as to 938,312 shares, held in the Company's match account, and (z) no dispositive power as to 145,513 shares held in the contribution accounts of other 401(k) participants;

(iii) 10,668 shares of Common Stock held by two trusts for the benefit of one nephew and one niece of LaBarge, of which trusts LaBarge is a co-trustee and as to which he has shared voting and dispositive power;

(iv) 11,042 shares held as custodian for his two minor children as to which he has sole voting and dispositive power;

(v) 18,172 shares held by a trust for his two minor children, of which LaBarge is a co-trustee and as to which he has shared voting and dispositive power;

(vi) 675,568 shares owned in LaBarge's individual capacity as to which he has sole voting and dispositive power;

(vii) 2,750 shares owned jointly with his spouse as to which he has shared voting and dispositive power; and

(viii) 20,000 shares held in his IRA as to which he has sole voting and dispositive power.

(b) Number of shares of Common Stock as to which LaBarge has:

(i) Sole power to vote: 1,112,015

(ii) Shared power to vote: 1,220,423

(iii) Sole power to dispose: 1,217,023

(iv) Shared power to dispose: 969,902

LaBarge disclaims beneficial ownership of all shares of Common Stock as to which he has shared or no dispositive power.

LaBarge shares the power to vote and dispose of 938,312 shares of Common Stock held in the Company's 401(k) plan with Donald H. Nonnenkamp. Certain information regarding Mr. Nonnenkamp is presented below:

| | | |
|------|-----------------|--|
| (i) | Name of Person: | Donald H. Nonnenkamp |
| (ii) | Address: | Donald H. Nonnenkamp c/o LaBarge, Inc. 9900A Clayton Road St. Louis, Missouri 63124 |

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(iii) Principal Business: Nonnenkamp, an individual, is the Vice President, Chief Financial Officer and Secretary of the Company.

(iv) Prior Criminal Convictions: None

(v) Prior Civil Proceedings with Respect to Federal or State Securities Laws: None

(vi) Citizenship: United States of America

LaBarge shares the power to vote and dispose of 10,668 shares of Common Stock held by two trusts for the benefit of one nephew and one niece, with his brother, Mark LaBarge. Certain information regarding Mark LaBarge is presented below:

(i) Name of Person: Mark LaBarge
(ii) Address: Mark LaBarge
c/o SFP Landscaping, Inc.
9800 Gravois Road
St. Louis, Missouri 63123

(iii) Principal Business: Small business owner.

(iv) Prior Criminal Convictions: None

(v) Prior Civil Proceedings with Respect to Federal or State Securities Laws: None

(vi) Citizenship: United States of America

LaBarge shares the power to vote and/or dispose of 20,922 shares of Common Stock, as described above in paragraphs (a)(v) and (vii), with his spouse, Andrea S. LaBarge. Certain information regarding Andrea S. LaBarge is presented below.

(i) Name of Person: Andrea S. LaBarge
(ii) Address: Andrea S. LaBarge
c/o LaBarge, Inc.
9900A Clayton Road
St. Louis, Missouri 63124

(iii) Principal Business: Not applicable.

(iv) Prior Criminal Convictions: None

(v) Prior Civil Proceedings with Respect to Federal or State Securities Laws: None

(vi) Citizenship: United States of America

(c) None.

(d) Except for those shares of Common Stock listed above held in trust or held jointly with his spouse, no person other than LaBarge may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities that are the subject of this filing.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Not Applicable.

Item 7. Material to be Filed as Exhibits.

None.

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.

August 22, 2003

Date

/s/ Craig E. LaBarge

Craig E. LaBarge