

Edgar Filing: AMES DEPARTMENT STORES INC - Form SC 13G/A

AMES DEPARTMENT STORES INC
Form SC 13G/A
August 10, 2001

SC 13G/A
Ames Department Stores, Inc.

Securities and Exchange Commission
Washington, D. C. 20549

Schedule 13-G/A
Under the Securities and Exchange Act of 1934

Ames Department Stores, Inc.
Common Stock
CUSIP Number 030789507

Check the following box if a fee is being paid with this statement. []

CUSIP No. 030789507

- 1) Name of reporting person:
Legg Mason, Inc.
Tax Identification No:
52-1200960
- 2) Check the appropriate box if a member of a group:
a) n/a
b) n/a
- 3) SEC use only
- 4) Place of organization:
Baltimore, Maryland

Number of shares beneficially owned by each reporting person with:

- 5) Sole voting power: 3,529,700
- 6) Shared voting power: 21,180
- 7) Sole dispositive power: - 0 -
- 8) Shared dispositive power: 3,550,880
- 9) Aggregate amount beneficially owned by each reporting person:
3,550,880
- 10) Check if the aggregate amount in row (9) excludes certain shares:
n/a
- 11) Percent of class represented by amount in row (9):
12.07%
- 12) Type of reporting person:
HC

Item 1a) Name of issuer:
Ames Department Stores, Inc.

Item 1b) Address of issuer's principal executive offices:
2418 Main Street
Rocky Hill, CT 06067

Item 2a) Name of person filing:
Legg Mason, Inc.

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Item 2b) Address of principal business office:

100 Light Street
Baltimore, Maryland 21202

Item 2c) Citizenship:

Maryland Corporation

Item 2d) Title of class of securities:

Common Stock

Item 2e) CUSIP number: 030789507

Item 3) If this statement is filed pursuant to Rule 13d-1(b),
or 13d-2(b) , check whether the person filing is a:

- (a) Broker or dealer under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance Company as defined in section 3(a)(19) of the Act.
- (d) Investment Company registered under Section 8 of the
Investment Company Act.
- (e) Investment Adviser registered under Section 203 of
the Investment Advisers Act of 1940.
- (f) Employee Benefit Plan, Pension Fund which is
subject to ERISA of 1974 or Endowment Fund; see
240.13d-1(b)(ii)(F).
- (g) Parent holding company, in accordance with 240.13d-1(b)(ii)(G).
- (h) Group, in accordance with 240.13d-1(b)(1)(ii)(H).

Item 4) Ownership:

(a) Amount beneficially owned: 3,550,880

(b) Percent of Class:

12.07%

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote:
3,529,700
- (ii) shared power to vote or to direct the vote:
21,180
- (iii) sole power to dispose or to direct the disposition of:
- 0 -
- (iv) shared power to dispose or to direct the disposition of:
3,550,880

Item 5) Ownership of Five Percent or less of a class:

n/a

Item 6) Ownership of more than Five Percent on behalf of another
person:

Various persons have the right to receive or the power to
direct the receipt of dividends from, or the proceeds from
the sale of, such securities. The interest of one person,
Legg Mason Opportunity Trust (a series of Legg Mason
Investment Trust, Inc., a registered investment company)
amounted to 12% of the total outstanding stock as of
July 31, 2001. LMM, LLC serves as investment adviser for
Legg Mason Opportunity Trust.

Item 7) Identification and classification of the subsidiary which
acquired the security being reported on by the parent holding company:

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Legg Mason Wood Walker, Inc., as investment adviser and
 broker/dealer with discretion
 LMM, LLC, as investment adviser with discretion
 Bartlett & Co., as investment adviser with discretion

Item 8) Identification and classification of members of the group:

n/a

Item 9) Notice of dissolution of group:

n/a

Item 10) Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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.

 Date: 8/10/01

Signature

 Timothy C. Scheve, Sr. Ex. Vice President, Legg Mason, Inc.

 Name/Title

Addendum to Schedule 13G/A filed by Legg Mason, Inc.
 Tax Identification No. 52-1200960

Shares of Ames Department Stores, Inc. owned a/o 7/31/01

CUSIP 030789507

Name	Class	Shares Owned	Sole V P	Shared V P	Sole D P	Shared D P
Legg Mason Wood Walker, Inc.	BD, IA	18,130		18,130		18,130
LMM, LLC	IA	3,529,700	3,529,700			3,529,700
Bartlett & Co.	IA	3,050		3,050		3,050

Shares Outstanding 29,408,000

% Owned 12.07%

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Exhibit to Item 3(g)

LMM, LLC, 100 Light Street, Baltimore, Maryland 21202, a wholly owned subsidiary of Legg Mason, Inc. and an investment adviser registered under the Investment Advisers Act of 1940, is the beneficial owner of 3,529,700 shares, or 12%, of the common stock outstanding of Ames Department Stores, Inc. as a result of acting as investment adviser to Legg Mason Opportunity Trust, a series of Legg Mason Investment Trust, Inc. Legg Mason Investment Trust, Inc. has its principal office at 100 Light Street, Baltimore, Maryland 21202.

Joint Filing Agreement

Each party signing below agrees that this statement is submitted as a joint filing on behalf of all of the undersigned.

Legg Mason, Inc.

By _____
Timothy C. Scheve, Sr. Ex. Vice President

LMM, LLC

By _____
Jennifer W. Murphy, Chief Operations Officer

Legg Mason Investment Trust, Inc.

By _____
Jennifer W. Murphy, President