

JORGENSEN EARLE M CO /DE/

Form 4

April 22, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIA III - Earle M. Jorgensen, L.P.

2. Issuer Name **and** Ticker or Trading
Symbol
JORGENSEN EARLE M CO /DE/
[JOR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

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

C/O KELSO AND COMPANY, 320
PARK AVENUE, 24TH FLOOR

04/20/2005

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

NEW YORK, NY 10022

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/20/2005		J(1)	128	D (1) 0	I (1)	By Earle M. Jorgensen Holding Company, Inc (1)
Common Stock	04/20/2005		J(1)	22,445,811	A (1) 22,445,811	I (1)	By Kelso Investment Associates IV, L.P. (1)
	04/20/2005		J(1)	11,616	A (1) 11,616	I (1)	

Common Stock								By Kelso Equity Partners II, L.P. ⁽¹⁾
Common Stock	04/20/2005	J ⁽¹⁾	1,704,740	A	<u>(1)</u>	1,704,740	D ⁽¹⁾	
Common Stock	04/20/2005	J ⁽¹⁾	1,012,468	A	<u>(1)</u>	1,012,468	I ⁽¹⁾	By Kelso Investment Associates, L.P. ⁽¹⁾
Common Stock	04/20/2005	J ⁽¹⁾	5,000	A	<u>(1)</u>	5,000	I ⁽¹⁾	By George E. Matelich ⁽¹⁾
Common Stock	04/20/2005	J ⁽¹⁾	5,000	A	<u>(1)</u>	5,000	I ⁽¹⁾	By Thomas R. Wall, IV ⁽¹⁾
Common Stock	04/20/2005	J ⁽¹⁾	20,499	A	<u>(1)</u>	20,499	I ⁽¹⁾	By Frank T. Nickell ⁽¹⁾

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

KIA III - Earle M. Jorgensen, L.P.
C/O KELSO AND COMPANY
320 PARK AVENUE, 24TH FLOOR
NEW YORK, NY 10022 X

Kelso Investment Associates, L.P.
C/O KELSO AND COMPANY
320 PARK AVENUE, 24TH FLOOR
NEW YORK, NY 10022 X

Kelso Equity Partners II, L.P.
C/O KELSO AND COMPANY
320 PARK AVENUE, 24TH FLOOR
NEW YORK, NY 10022 X

Kelso Partners I, L.P.
C/O KELSO AND COMPANY
320 PARK AVENUE, 24TH FLOOR
NEW YORK, NY 10022 X

Kelso Partners III, L.P.
C/O KELSO AND COMPANY
320 PARK AVENUE, 24TH FLOOR
NEW YORK, NY 10022 X

Kelso Partners IV, L.P.
C/O KELSO AND COMPANY
320 PARK AVENUE, 24TH FLOOR
NEW YORK, NY 10022 X

Signatures

/s/ KIA III - Earle M.
Jorgensen, L.P. 04/20/2005
__Signature of Reporting Person Date

/s/ Kelso Investment
Associates, L.P. 04/20/2005
__Signature of Reporting Person Date

/s/ Kelso Equity Partners II,
L.P. 04/20/2005
__Signature of Reporting Person Date

/s/ Kelso Partners I, L.P. 04/20/2005
__Signature of Reporting Person Date

/s/ Kelso Partners III, L.P. 04/20/2005
__Signature of Reporting Person Date

/s/ Kelso Partners IV, L.P. 04/20/2005
__Signature of Reporting Person Date

/s/ Howard Matlin,
Attorney-in-fact

04/20/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Exhibit 99.1 attached hereto for an explanation of the transactions and beneficial ownership by reporting persons.

Remarks:

Because an electronically filed joint filing is limited to a maximum of ten reporting persons, this Form 4

is one of two filed today reporting on the same securities by the following joint filers:

Kelso Investment Associates, L.P.; KIA III - Earle M. Jorgensen, L.P.;

Kelso Investment Associates IV, L.P.; Kelso Equity Partners II, L.P.; Kelso Partners I, L.P.;

Kelso Partners III, L.P.; Kelso Partners IV, L.P.; Joseph S. Schuchert; Frank T. Nickell;

Thomas R. Wall, IV; George E. Matelich; Michael B. Goldberg; David I. Wahrhaftig; Frank K. Bynum, Jr.; and Philip E. Bern

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

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