

SAFECO CORP
Form SC 13G/A
November 08, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment # 1)*

Matria Healthcare, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

576817209

(CUSIP Number)

October 31, 2001 (Date of Event Which Requires
Filing of this Statement) Check the appropriate box to
designate the rule pursuant to which this schedule is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

(Continued on following page(s))

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1)	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person	SAFECO Common Stock Trust

2)	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) _____ (b)

3)	SEC Use Only	

4)	Citizenship or Place of Organization	State of Delaware

Number of Shares Bene- ficially Owned by Reporting Person With	(5) Sole Voting Power	0
	(6) Shared Voting Power	640,075
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	640,075

9)	Aggregate Amount Beneficially Owned by Reporting Person	640,075

10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	

11)	Percent of Class Represented by Amount in Row 9	7.3%

12)	Type of Reporting Person (See Instructions)	IV

1)	Name of Reporting Person S.S. or I.R.S. Identifica- tion No. of Above Person	SAFECO Asset Management Company

2)	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) _____ (b)

3)	SEC Use Only	

4)	Citizenship or Place of Organization	State of Washington

Number of Shares Bene- ficially Owned by Reporting	(5) Sole Voting Power	0
	(6) Shared Voting Power	934,575

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Person With

	(7) Sole Dispositive Power	0

	(8) Shared Dispositive Power	934,575

9)	Aggregate Amount Beneficially Owned by Reporting Person	934,575 (1)

10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	

11)	Percent of Class Represented by Amount in Row 9	10.7%

12)	Type of Reporting Person (See Instructions)	IA

1 The Reporting Person disclaims any beneficial ownership of 920,825 of the shares reported on this joint 13G. Those reported shares are owned beneficially by registered investment companies for which the Reporting Person serves as an adviser, and include the shares reported in this joint 13G by SAFECO Common Stock Trust.

1)	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person	SAFECO Corporation

2)	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) _____ (b)

3)	SEC Use Only	

4)	Citizenship or Place of Organization	State of Washington

Number of Shares Beneficially Owned by Reporting Person With	(5) Sole Voting Power	0

	(6) Shared Voting Power	934,575

	(7) Sole Dispositive Power	0

	(8) Shared Dispositive Power	934,575

9)	Aggregate Amount Beneficially Owned by Reporting Person	934,575 (2)

10)	Check if the Aggregate	

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Amount in Row (9) Excludes
Certain Shares (See Instructions)

11)	Percent of Class Represented by Amount in Row 9	10.7%
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12)	Type of Reporting Person (See Instructions)	HC
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2 The Reporting Person disclaims any beneficial ownership of 920,825 of the shares reported on this joint 13G. Those reported shares are owned beneficially by registered investment companies for which a subsidiary of the Reporting Person serves as adviser, and include the shares reported in this joint 13G by SAFECO Common Stock Trust.

Item 1(a). Name of Issuer: See front cover

Item 1(b). Address of Issuer Principal Executive Offices:
1850 Parkway Place, 12th Floor, Marietta, GA 30067

Item 2(a). Name of Person(s) Filing: See Item 1 on cover page (pp 2-4).

Item 2(b). Address of Principal Business Office or, If None, Residence:
SAFECO Common Stock Trust:
10865 Willows Road NE, Redmond, WA 98052

SAFECO Corporation: SAFECO Plaza, Seattle, WA 98185

SAFECO Asset Management Company:
601 Union Street, Suite 2500, Seattle, WA 98101

Item 2(c). Citizenship: See Item 4 on cover page (pp 2-4).

Item 2(d). Title of Class of Securities: See front cover page.

Item 2(e). CUSIP Number: See front cover page.

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the persons filing are:

- (a) Broker or Dealer registered 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 of 1940.
- (e) Investment Advisor registered under Section 203 of the Investment Advisers Act of 1940.
- (f) Employee Benefit Plan, Pension Fund which is subject to provisions of Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F).
- (g) Parent Holding Company in accordance with Rule 13d-1(b)(ii)(G).
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the

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Investment Company Act of 1940.
(j) () Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

Item 4. Ownership:

Items (a) through (c): See items 1 and 5-11 of the cover pages (pp 2-4).

SAFECO Asset Management Company and SAFECO Corporation expressly declare that the filing of this statement on Schedule 13G shall not be construed as an admission that they are, for the purposes of Section 13(d) or 13(g) of the Securities and Exchange Act of 1934, the beneficial owners of 920,825 of the securities covered by this statement. Each of such companies is filing this statement because it is considered an indirect beneficial owner of such securities based on its ownership or control of one or more investment companies which directly own such shares.

Item 5. Ownership of 5% or Less of a Class: Not applicable.

Item 6. Ownership of More than 5% on Behalf of Another Person: Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

SAFECO Asset Management Company is the subsidiary on which SAFECO Corporation is reporting as the parent holding company. SAFECO Asset Management Company is an investment adviser as specified in Item 12 on the cover page (p. 3), and reported shares are owned beneficially by registered investment companies for which SAFECO Asset Management Company serves as investment adviser.

Item 8. Identification and Classification of Members of the Group.
Not applicable.

Item 9. Notice of Dissolution of Group. Not applicable.

Item 10. Certification.

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

Exhibits.

The statement required by Rule 13d-1(f) is attached as Exhibit A.

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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.

Date: November 8, 2001

SAFECO Corporation

By /s/ Ronald L. Spaulding

Ronald L. Spaulding, Treasurer

SAFECO Common Stock Trust

By /s/ Ronald L. Spaulding

Ronald L. Spaulding, Treasurer

SAFECO Asset Management Company

By /s/ David H. Longhurst

David H. Longhurst, Secretary

EXHIBIT A

Agreement for filing Schedule 13-G.

Pursuant to the requirements of Regulation 13d-1(d), SAFECO Corporation, SAFECO Asset Management Company, and SAFECO Common Stock Trust each agree that Schedule 13-G filed by them with regard to Matria Healthcare, Inc.'s common stock is filed on behalf of each of them.

Date: November 8, 2001

SAFECO Corporation

By /s/ Ronald L. Spaulding

Ronald L. Spaulding, Treasurer

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SAFECO Common Stock Trust

By /s/ Ronald L. Spaulding

Ronald L. Spaulding, Treasurer

SAFECO Asset Management Company

By /s/ David H. Longhurst

David H. Longhurst, Secretary

ation and UMB Bank, N. A., both of which were terminated on October 2, 2009.

Laclede expects to use the Agreements for general corporate purposes, including short-term borrowings and letters of credit. The Agreements provide aggregate credit of up to \$50 million. Borrowings under each of the Agreements bear interest, at Laclede's option, at interest rates based upon a floating rate tied to one-month LIBOR or on LIBOR rates for fixed terms. Borrowing rates are determined by adding a margin to the LIBOR base rate as described in the Agreements. Letters of credit are also available under the Agreements. A commitment fee is payable for any letter of credit at an annual rate equal to the LIBOR margin on the face amount of each letter of credit. Issuance and negotiation fees for the letters of credit may also be charged by each Bank under its respective published schedule of fees in effect from time to time.

The Agreements contain affirmative and negative covenants customary for such agreements, including, among other things, limitations on certain types of acquisitions, investments, and sales of property. They also contain financial covenants limiting Laclede's consolidated debt to 70% of its consolidated capitalization. The calculation is more specifically described in each of the Agreements. The Agreements also contain customary events of default, including, without limitation, payment defaults, covenant defaults, material inaccuracy of representations and warranties, certain events of bankruptcy and insolvency, cross defaults to certain other agreements, and the entry of certain judgments not appealed or satisfied.

Payment of any amounts due under either of the Agreements is guaranteed by Laclede's principal non-regulated

subsidiary, Laclede Energy Resources, Inc.

Laclede paid an upfront fee to each of the Banks for its respective Agreement and during the term of the Agreements will pay each of the Banks a commitment fee on the unused portion of the credit made available under the applicable Agreement.

Laclede and its affiliates have or may have customary banking relationships with each of the Banks and their affiliates based on the provision of a variety of financial services, including commercial paper dealer and bond trustee for its utility subsidiary's outstanding first mortgage bonds, none of which are material individually or in the aggregate with respect to any individual party.

Item 1.02 Termination of a Material Definitive Agreement.

As noted under Item 1.01 above, Laclede's lines of credit with U.S. Bank National Association and UMB Bank, N. A. were terminated early. Laclede's one-year line of credit for \$40 million with U. S. Bank National Association was set to expire on October 3, 2009, and was terminated one day early to coincide with Laclede's execution of its new line with Bank of America described under Item 1.01 above. Similarly, Laclede's one-year line of credit for \$10 million with UMB Bank, N.A. was set to expire on October 3, 2009 and was terminated one day early to coincide with Laclede's execution of its new line with UMB described under Item 1.01 above. The terms and conditions of the terminated lines were substantially similar to the Agreements, except the Agreements do not provide for prime rate loans and have different pricing.

Laclede and its affiliates have had customary banking relationships with U. S. Bank National Association based on the provision of a variety of financial services, including pension fund, cash management, investment banking, and lockbox services, none of which are material individually or in the aggregate with respect to any individual party.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement or a Registrant.

The information set forth under Item 1.01 above is incorporated herein by reference. Since Laclede expects to use the Agreements for general corporate purposes, no direct financial obligations or obligations under an off-balance sheet arrangement have arisen under the Agreements as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE LACLEDE GROUP, INC.

Date: October 5, 2009

By: /s/ M. D. Waltermire
M. D. Waltermire
Chief Financial Officer