

SHAW COMMUNICATIONS INC

Form SC 13G/A

February 10, 2004

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment #2)\*

Shaw Communications Inc.

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(Name of Issuer)

Class B Non-Voting Participating Shares

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(Title of Class and Securities)

82028K200

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(CUSIP Number of Class of Securities)

Check the appropriate box to designate the rule pursuant to which this

Schedule is filed:

/X/ 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 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).

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(Continued on following page(s))

CUSIP No. 82028K200  
13G

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(1) NAMES OF REPORTING PERSONS  
Southeastern Asset Management, Inc. I.D. No. 62-0951781

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Tennessee

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON : (5) SOLE VOTING POWER  
: (Discretionary Accounts)  
: 9,012,900 shares

WITH : (6) SHARED OR NO VOTING POWER  
17,216,400 shares  
(Shared)  
4,237,300 shares (None)

: (7) SOLE DISPOSITIVE POWER  
(Discretionary Accounts)  
: 13,250,200 shares

POWER : (8) SHARED OR NO DISPOSITIVE  
17,216,400 shares  
(Shared)  
0 shares (None)

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
(Discretionary & Non-discretionary Accounts)  
30,466,600 shares

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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
13.8 %

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(12) TYPE OF REPORTING PERSON  
IA

CUSIP No. 82028K200

13G

(1) NAMES OF REPORTING PERSONS  
O. Mason Hawkins

I.D. No. XXX-XX-XXXX

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Citizen of United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON : (5) SOLE VOTING POWER  
: (Discretionary Accounts)  
: None

WITH : (6) SHARED VOTING POWER  
: None

: (7) SOLE DISPOSITIVE POWER  
: None

: (8) SHARED DISPOSITIVE POWER  
: None

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None (See Item 3 )

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.0%

(12) TYPE OF REPORTING PERSON

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IN

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Item 1.

(a). Name of Issuer: Shaw Communications, Inc.  
("Issuer")

(b). Address of Issuer's Principal Executive Offices:

Suite 900, 630 3rd Avenue S.W.  
Calgary, Alberta, Canada T2P 4L4

Item 2.

(a) and (b). Names and Principal Business Addresses of  
Persons

Filing:

(1) Southeastern Asset Management, Inc.  
6410 Poplar Ave., Suite 900  
Memphis, TN 38119

(2) Mr. O. Mason Hawkins  
Chairman of the Board and C.E.O.  
Southeastern Asset Management, Inc.  
6410 Poplar Ave., Suite 900  
Memphis, TN 38119

(c). Citizenship:

Southeastern Asset Management, Inc. - A Tennessee  
corporation

Mr. O. Mason Hawkins - U.S. Citizen

(d). Title of Class of Securities: Class B Non-Voting  
Participating Shares (the "Securities").

(e). Cusip Number: 82028K200

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

(d.) Investment Adviser registered under Section 203 of the  
Investment Advisers Act of 1940. This statement is being  
filed  
by Southeastern Asset Management, Inc. as a registered  
investment  
adviser. All of the securities covered by this report are  
owned  
legally by Southeastern's investment advisory clients and  
none  
are owned directly or indirectly by Southeastern. As  
permitted  
by Rule 13d-4, the filing of this statement shall not be

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construed

as an admission that Southeastern Asset Management, Inc. is the

beneficial owner of any of the securities covered by this statement.

(g.) Parent Holding Company. This statement is also being filed by

Mr. O. Mason Hawkins, Chairman of the Board and C.E.O. of Southeastern Asset Management, Inc. in the event he could be deemed to be a controlling person of that firm as the result of

his official positions with or ownership of its voting securities.

The existence of such control is expressly disclaimed. Mr. Hawkins

does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-4,

the filing of this statement shall not be construed as an admission

that Mr. Hawkins is the beneficial owner of any of the securities

covered by this statement.

Item 4. Ownership:

(a). Amount Beneficially Owned: (At 12/31/03)  
30,466,600 shares

(b). Percent of Class:  
13.8%

Above percentage is based on 220,496,092 shares of Class B Non-Voting Participating Shares outstanding.

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

(i). sole power to vote or to direct the vote:

9,012,900 shares

(ii). shared or no power to vote or to direct the vote:

Shared - 17,216,400 shares.

Securities owned by the following series of

Longleaf

Partners Funds Trust, an open-end management investment company registered under the

Investment

Company Act of 1940, as follows:

Longleaf Partners Small-Cap Fund - 8,716,700

shares

Longleaf Partners International Fund - 8,499,700

No Power to Vote: 4,237,300 shares

(iii). sole power to dispose or to direct the disposition

of:

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13,250,200 shares

(iv). shared or no power to dispose or to direct the disposition of:

Shared - 17,216,400 shares  
Securities owned by the following series of

Longleaf

Partners Funds Trust, an open-end management investment company registered under the

Investment

Company Act of 1940, as follows:

Longleaf Partners Small-Cap Fund - 8,716,700  
Longleaf Partners International Fund - 8,499,700

No Power to Dispose: 0 shares

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: N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company: N/A

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 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.

Signatures

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete, and correct.

Dated: February 6, 2004

Southeastern Asset Management, Inc.

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By /s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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Joint Filing Agreement

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G.

In evidence thereof, the undersigned hereby execute this Agreement as of February 6, 2004.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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