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BEARD CO /OK
Form SC 13G/A
May 07, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 4)

Beard Company

(Name of Issuer)

Common Stock

(Title of Class of Securities)

07384R408

(CUSIP Number)

April 28, 2004

(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.

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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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CUSIP No. 07384R408

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

Manulife Financial Corporation
I.R.S. No.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

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-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Life Insurance

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

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Financial Services, Inc.
I.R.S. No. 04-3483032

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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5 SOLE VOTING POWER
 -0-
Number of
 Shares
Beneficially
 Owned by
 Each
Reporting
 Person
 With

6 SHARED VOTING POWER
 -0-

7 SOLE DISPOSITIVE POWER
 -0-

8 SHARED DISPOSITIVE POWER
 -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 None, except through its indirect, wholly-owned subsidiary, John Hancock Life Insurance

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
 N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 See line 9, above.

12 TYPE OF REPORTING PERSON*
 HC

 *SEE INSTRUCTIONS BEFORE FILLING OUT!
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.9%

12 TYPE OF REPORTING PERSON*

IC, IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This amendment to the Statement is being filed to reflect the merger on April 28, 2004 pursuant to which John Hancock Financial Services, Inc. became a wholly-owned subsidiary of Manulife Financial Corporation and Manulife became the ultimate beneficial owner of the securities included in this filing held by John Hancock Life Insurance Company.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Item 1(a) Name of Issuer:

Beard Company

Item 1(b) Address of Issuer's Principal Executive Offices:

Enterprise Plaza, Suite 320
5600 North May Avenue
Oklahoma City, OK 73112

Item 2(a) Name of Person Filing:

This filing is made on behalf of Manulife Financial Corporation ("MFC"), MFC's direct, wholly-owned subsidiary, John Hancock Financial Services, Inc. ("JHFS"), and JHFS's direct, wholly-owned subsidiary, John Hancock Life Insurance Company ("JHLICO").

Item 2(b) Address of the Principal Offices:

The principal executive offices of MFC is located at 200 Bloor Street East, Toronto, Ontario, Canada, M4W 1E5; JHFS and JHLICO are located at John Hancock Place, P.O. Box 111, Boston, MA 02117.

Item 2(c) Citizenship:

MFC is organized and exists under the laws of Canada. JHFS is organized and exists under the laws of the State of Delaware. JHLICO is organized and exists under the laws of the Commonwealth of Massachusetts.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

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Item 3

If the Statement is being filed pursuant to Rule

13d-1(b), or 13d-2(b), check whether the person filing is a:

MFC (g) (X) Parent Holding Company, in accordance with
ss.240.13d-1(b) (ii) (G) .

JHFS (g) (X) Parent Holding Company, in accordance with
ss.240.13d-1(b) (ii) (G) .

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JHLICO: (c) (X) Insurance Company as defined in ss.3(a)(19) of the Ac

(e) (X) Investment Adviser registered under ss.203 of the Inv
Advisers Act of 1940.

Item 4 Ownership:

(a) Amount Beneficially Owned:

JHLICO has direct beneficial ownership of 367,476 shares of Common Stock: 234,030 are shares of Common Stock and 127,758 are shares of Common Stock issuable upon exercise of 27,838 shares of Series A Convertible Voting Preferred Stock. As of April 14, 2004, the conversion ratio was approximately 4.7937 shares of Common Stock for each share of Series A Convertible Voting Preferred Stock. The conversion ratio is adjusted from time to time upon Beard's issuance of warrants and other events.

(b) Percent of Class: 14.9%

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

(i) sole power to vote or to direct the vote:
JHLICO has sole power to vote or to direct the vote of the 367,476 shares as discussed in Item 4(a) above.

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of:
JHLICO has sole power to dispose or to direct the disposition of the 367,476 shares as discussed in Item 4(a) above.

(iv) shared power to dispose or to direct the disposition of: -0-

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- Item 5 Ownership of Five Percent or Less of a Class:

Not applicable.
- Item 6 Ownership of More than Five Percent 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:
Not applicable.
- Item 8 Identification and Classification of Members of the Group:

Not applicable.
- Item 9 Notice of Dissolution of a Group:

Not applicable.
- Item 10 Certification:

By signing below the undersigned certifies that, to the best of its 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 the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

Manulife Financial Corporation

By: /s/ Wayne A. Budd

Name: Wayne A. Budd
Title: Senior Executive Vice President

Dated: May 7, 2004

John Hancock Financial Services, Inc.

By: /s/ Wayne A. Budd

Name: Wayne A. Budd
Title: Senior Executive Vice President

Dated: May 7, 2004

General Counsel

John Hancock Life Insurance Company

By: /s/ Wayne A. Budd

Dated: May 7, 2004

Name: Wayne A. Budd
Title: Senior Executive Vice Presi
General Counsel

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EXHIBIT A

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G (or any amendment thereof) need be filed on their behalf with respect to the beneficial ownership of any equity securities of Beard Company or any subsequent acquisitions or dispositions of equity securities of Beard Company by any of the undersigned.

Manulife Financial Corporation

By: /s/ Wayne A. Budd

Dated: May 7, 2004

Name: Wayne A. Budd
Title: Senior Executive Vice Pres

John Hancock Financial Services, Inc.

By: /s/ Wayne A. Budd

Dated: May 7, 2004

Name: Wayne A. Budd
Title: Senior Executive Vice Pres
General Counsel

John Hancock Life Insurance Company

By: /s/ Wayne A. Budd

Dated: May 7, 2004

Name: Wayne A. Budd
Title: Senior Executive Vice Pres
General Counsel

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