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WESTERN SIZZLIN CORP  
Form SC 13D/A  
May 18, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO  
FILED PURSUANT TO RULE 13d-2(a)

AMENDMENT NO.2

WESTERN SIZZLIN CORPORATION

(NAME OF ISSUER)

Common Stock, par value \$.01 per share

(TITLE OF CLASS OF SECURITIES)

959542101

(CUSIP NUMBER)

Paul D. Sonkin  
Hummingbird Management, LLC  
(f/k/a Morningside Value Investors, LLC)  
460 Park Avenue, 12th Floor  
New York, New York 10022

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON  
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

April 29, 2005

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Management, LLC  
(f/k/a Morningside Value Investors, LLC)  
IRS No. 13-4082842

2. CHECK THE APPROPRIATE BOX IF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. SOURCES OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|                          |     |                          |           |
|--------------------------|-----|--------------------------|-----------|
| NUMBER OF<br>SHARES      | 7.  | SOLE VOTING POWER        | 1,313,700 |
| BENEFICIALLY<br>OWNED BY | 8.  | SHARED VOTING POWER      | 0         |
| EACH<br>REPORTING        | 9.  | SOLE DISPOSITIVE POWER   | 1,313,700 |
| PERSON WITH              | 10. | SHARED DISPOSITIVE POWER | 0         |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
1,313,700

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES \* [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 13.2%

14. TYPE OF REPORTING PERSON\*

OO

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AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2, dated May 18, 2005, to Schedule 13D is filed by the Reporting Persons and amends Schedule 13D as previously filed by the Reporting Persons with the Securities and Exchange Commission on September 15, 2004 (the "Schedule 13D"), relating to the common stock, \$.01 par value (the "Common Stock") of WESTERN SIZZLIN CORPORATION, a Delaware Corporation.

Items 3 and 5 of the Schedule 13D are hereby amended and restated, as follows:

ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

As of May 18, 2005, Hummingbird has caused each of HVF and Microcap Fund to invest approximately \$581,296 and \$546,385, respectively, in the Shares of the Issuer using their respective working capital.

ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

(a) - (b) As the holder of sole voting and investment authority over the Shares owned by HVF and the Microcap Fund, Hummingbird may be deemed, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owner of the aggregate amount of 1,313,700 Shares representing approximately 13.2% of the outstanding shares of the Issuer (based upon 11,908,571 shares outstanding as of May 16, 2005, as reported on the latest Definitive Schedule 10-Q of the Issuer). Hummingbird disclaims any economic interest or beneficial ownership of the Shares covered by this Statement.

Mr. Sonkin is the managing member and control person of Hummingbird, and for purposes of Rule 13d-3 may be deemed the beneficial owner of such Shares deemed to be beneficially owned by Hummingbird. Thus, Mr. Sonkin may be deemed, for purposes of Rule 13d-3, to be the beneficial owner of 1,313,700 shares representing approximately 13.2% of the outstanding shares of the Issuer (based upon 11,908,571 shares outstanding as of May 16, 2005, as reported on the latest Definitive Schedule 10-Q of the Issuer). Hummingbird disclaims any economic interest or beneficial ownership of the Shares covered by this Statement.

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(c) Hummingbird caused the HVF to effect transactions in the Shares during the past 60 days as set forth below:

| DATE | TYPE | AMOUNT OF<br>SHARES | PRICE/SHARE |
|------|------|---------------------|-------------|
| ---- | ---- | -----               | -----       |

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|           |                      |        |       |
|-----------|----------------------|--------|-------|
| 4/12/2005 | open market purchase | 40,000 | 0.760 |
| 4/29/2005 | open market purchase | 62,500 | 0.800 |
| 5/17/2005 | open market purchase | 2,500  | 0.800 |

Hummingbird caused the Microcap Fund to effect transactions in the Shares during the past 60 days as set forth below:

| DATE      | TYPE                 | AMOUNT OF<br>SHARES | PRICE/SHARE |
|-----------|----------------------|---------------------|-------------|
| ----      | ----                 | -----               | -----       |
| 4/12/2005 | open market purchase | 40,000              | 0.760       |
| 4/29/2005 | open market purchase | 62,500              | 0.800       |
| 5/17/2005 | open market purchase | 2,500               | 0.800       |

(d) Inapplicable.

(e) Inapplicable.

ITEM 6 CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Not applicable.

ITEM 7 MATERIAL TO BE FILED AS EXHIBITS

Not applicable.

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.

Dated:

May 18, 2005

HUMMINGBIRD MANAGEMENT, LLC

By: /s/ Paul D. Sonkin

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Name: Paul D. Sonkin  
Title: Managing Member

