

LAVIN LEONARD H /IL/
Form SC 13D/A
February 07, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

ALBERTO-CULVER COMPANY

(Name of Issuer)

COMMON STOCK, \$.22 PAR VALUE PER SHARE

(Title of Class of Securities)

013068101

(CUSIP Number)

Marshall E. Eisenberg

Leonard H. Lavin

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NEAL, GERBER & EISENBERG

2525 Armitage Avenue

Two North LaSalle Street, Suite 2200

Melrose Park, IL 60160

Chicago, Illinois 60602

(708) 450-3100

(312) 269-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 1, 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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-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 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Leonard H. Lavin

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS *

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7,775,597

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

2,013,067

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,775,597

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

x

Excluded are 470,340 shares of Common Stock held by Lavin's spouse as co-trustee of trusts for the benefit of their children and grandchildren. Lavin disclaims beneficial ownership of such shares.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11).

8.53%

14 TYPE OF REPORTING PERSON *

IN

* SEE INSTRUCTIONS

Item 1. Security and Issuer.

Title of Class of Securities: Common Stock, \$.22 par value per share (shares or Common Stock)

Name and Address of Issuer: Alberto-Culver Company (the Company)

2525 Armitage Avenue

Melrose Park, IL 60160

Item 2. Identity and Background.

(a) Name of Person Filing: Leonard H. Lavin (Lavin)

(b) Address: c/o Leonard H. Lavin

2525 Armitage Avenue

Melrose Park, IL 60160

(c) Principal Business: Lavin, an individual, is a Director and Chairman Emeritus of the Company.

(d) Prior Criminal Convictions: None

(e) Prior Civil Proceedings with Respect to Federal or State Securities Laws: None

(f) Citizenship/Organization: U.S. Citizen

Item 3. Source and Amount of Funds or Other Consideration.

On February 1, 2005 the (i) Leonard H. Lavin Trust, u/a/d 12/18/87 (the LHL Trust), to which Lavin shares voting and investment power, sold 340,639 shares of Common Stock at a price of \$52.25 per share and (ii) Bernice E. Lavin Trust, u/a/d 12/18/87 (the BEL Trust), to which Lavin shares voting and investment power sold 659,361 shares of Common Stock at a price of \$52.25. On January 17, 2005 (i) the LHL Trust contributed 688,265 shares of Common Stock to the 1947 Limited Partnership (the 1947 Limited Partnership), to which the LHL Trust shares voting power and has no investment power; and (ii) the BEL Trust contributed 688,265 shares of Common Stock to the 1947 Limited Partnership, to which the BEL Trust shares voting power and has no investment power.

Item 4. Purpose of Transaction.

The transactions were for the Lavin family's personal financial and estate planning rather than corporate purposes. The transactions were not undertaken for purposes of effecting any of the actions listed in this item.

Item 5. Interest in Securities of the Issuer.

- (a) (i) Amount of Common Stock Beneficially Owned: 7,775,597 shares of Common Stock total; 500,000 shares of Common Stock held as co-trustee of the BEL Trust; 500,000 shares of Common Stock held as co-trustee of the LHL Trust; 5,762,530 shares of Common Stock held by the LHL Trust and BEL Trust as limited partners of the 1947 Limited Partnership; and 1,013,067 shares of Common Stock held by the Lavin Family Foundation, a charitable private foundation of which Lavin is the President and a Director (the Lavin Family Foundation).
- (ii) Percentage of Common Stock Beneficially Owned: 8.53% total: .55% as co-trustee of the BEL Trust; .55% as co-trustee of the LHL Trust; 6.32% as limited partner to the 1947 Limited Partnership; and 1.11% by the Lavin Family Foundation (based upon 91,165,470 shares of Common Stock outstanding as of December 31, 2004).
- (b) Number of Shares of Common Stock as to Which Lavin Has:

| | |
|-------------------------------|------------------------|
| (i) Sole power to vote: | 0 |
| (ii) Shared power to vote: | 7,775,597 ¹ |
| (iii) Sole power to dispose: | 0 |
| (iv) Shared power to dispose: | 2,013,067 ¹ |

¹ The 7,775,597 shares of Common Stock held by Lavin and reflected as shared power to vote include 500,000 shares of Common Stock held by the BEL Trust; 500,000 shares of Common Stock held by the LHL Trust; 5,762,530 shares of Common Stock held by the LHL Trust and BEL Trust as limited partners of the 1947 Limited Partnership and 1,013,067 shares of Common Stock held by the Lavin Family Foundation. Lavin does not have the power to dispose of the 5,762,530 shares of Common Stock held by the 1947 Limited Partnership.

Lavin shares the power to vote 500,000 shares of Common Stock held by the BEL Trust, 500,000 shares of Common Stock held by the LHL Trust, 5,762,530 shares of Common Stock held by the 1947 Limited Partnership, and 1,013,067 shares of Common Stock held by the Lavin Family Foundation with Bernice E. Lavin and Carol L. Bernick. Certain information regarding Mrs. Lavin and Mrs. Bernick is presented below:

- | | |
|----------------------------------|--|
| (i) Name of Person: | (1) Bernice E. Lavin (2) Carol L. Bernick |
| (ii) Address: | (1) and 2525 Armitage Avenue (2) Melrose Park, Illinois 60160 |
| (iii) Principal Business: | (1) Bernice E. Lavin, an individual, is retired. (2) Carol L. Bernick, an individual, is a Director, and Chairman of the Company. |
| (iv) Prior Criminal Convictions: | None. |

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(v) Prior Civil Proceedings with Respect to Federal or State Securities Laws:

None.

(vi) Citizenship/Organization:

U.S. Citizen.

- (c) None, except as reported in Item 3 above.
- (d) None.
- (e) Not applicable.

Excluded are 470,340 shares of Common Stock held by Lavin's spouse as trustee or co-trustee of trusts for the benefit of their children and grandchildren. Lavin disclaims beneficial ownership of such shares.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None.

Item 7. Material to be Filed as Exhibits.

None.

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: February 4, 2005

Signature: /s/ LEONARD H. LAVIN

Name/Title: Leonard H. Lavin, individually; as co-trustee of several trusts and as an
officer of the Lavin Family Foundation.