

Edgar Filing: PECHINEY - Form SC 13G/A

PECHINEY
Form SC 13G/A
February 14, 2003

OMB APPROVAL

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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. 3) *

PECHINEY
(Name of Issuer)

COMMON SHARES "A"
(Title of Class of Securities)

705151967
(CUSIP Number)

DECEMBER 31, 2002
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 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).

SCHEDULE 13G

CUSIP NO. 705151967

PAGE 2 OF 9 PAGES

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1. NAME OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Allianz Aktiengesellschaft
FEIN 98-0122343

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

Federal Republic of Germany

5. SOLE VOTING POWER
5,431,907

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6. SHARED VOTING POWER
-0-

7. SOLE DISPOSITIVE POWER
5,431,907

8. SHARED DISPOSITIVE POWER
-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,431,907

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

Not applicable | |

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

6.6%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP NO. 705151967

PAGE 3 OF 9 PAGES

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1. NAME OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Assurance Generales de France Vie

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

Republic of France

5. SOLE VOTING POWER

5,080,066

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

5,080,066

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,080,066

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

Not applicable

| |

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

6.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

ITEM 1

(a). NAME OF ISSUER:

PECHINEY

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(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

7, place du Chancelier Adenauer, 75116, France

ITEM 2.

(a). NAME OF PERSON FILING:

Allianz Aktiengesellschaft

Assurance Generales de France Vie

(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Allianz Aktiengesellschaft, Koniginstrasse 28, 80802 Munich,
Federal Republic of Germany

Assurance Generales de France Vie, 87, rue de Richelieu, 75113
Paris, Republic of France

(c). CITIZENSHIP:

See Item 4 on page 2.

See Item 4 on page 3.

(d). TITLE OF CLASS OF SECURITIES:

The title of the securities is common shares "A", which may
also include securities held in the form of American
Depository Receipts (the "Common Shares "A"").

(e). CUSIP NUMBER:

705151967

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13D-1(B) OR
240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a). | | Broker or dealer registered under Section 15 of the Act
(15 U.S.C. 78o).
- (b). | | Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c). | | Insurance company as defined in Section 3(a)(19) of the Act
(15 U.S.C. 78c).
- (d). | | Investment company registered under Section 8 of the
Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e). | | An investment advisor in accordance with Section
240.13d-1(b)(1)(ii)(E).
- (f). | | An employee benefit plan or endowment fund in accordance with
Section 240.13d-1(b)(1)(ii)(F).
- (g). | | A parent holding company or control person in accordance with
Section 240.13d-1(b)(1)(ii)(G).
- (h). | | A savings association as defined in Section 3(b) of the

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Federal Deposit Insurance Act (12 U.S.C. 1813).

(i). | | A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j). | | Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See Item 9 on page 2.

See Item 9 on page 3.

(b) Percent of class:

See Item 11 on page 2.

See Item 11 on page 3.

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

(i) Sole power to vote or direct the vote:

See Item 5 on page 2.

See Item 5 on page 3.

(ii) Shared power to vote or direct the vote:

See Item 6 on page 2.

See Item 6 on page 3.

(iii) Sole power to dispose or direct the disposition of:

See Item 7 on page 2.

See Item 7 on page 3.

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 on page 2.

See Item 8 on page 3.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following | |.

Not applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

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Certain of the Common Shares "A" are held in a fiduciary capacity for third parties. Allianz Aktiengesellschaft disclaims beneficial ownership of such Common Shares "A".

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Allianz Aktiengesellschaft and the following subsidiaries of Allianz Aktiengesellschaft hold Common Shares "A" of Pechiney: Assurance Generales de France Vie and other Allianz Aktiengesellschaft subsidiaries, each of which such other Allianz Aktiengesellschaft subsidiaries holds less than one percent (1%) of the Common Shares "A" of Pechiney.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF THE MEMBERS OF THE GROUP.

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATIONS.

Not applicable

SIGNATURE

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

FEBRUARY 14, 2003

Date

ALLIANZ AKTIENGESELLSCHAFT

/s/ Peter Hemeling

Signature

Dr. Peter Hemeling/
Prokurist

Name/Title

/s/ Matthias J. Seewald

Signature

Matthias J. Seewald/
Prokurist

Name/Title

ASSURANCE GENERALES DE
FRANCE VIE

/s/ Laurent Mignon

Signature

Laurent Mignon/Directeur

Name/Title

/s/ Xavier Lehman

Signature

Xavier Lehman/Directeur

Name/Title