

Edgar Filing: CROWLEY MARITIME CORP - Form SC 13D/A

CROWLEY MARITIME CORP
Form SC 13D/A
December 27, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

(Amendment No. 1)

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

Crowley Maritime Corporation

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

228090106

(CUSIP Number)

William J. Lippman
Franklin Advisory Services, LLC
One Parker Plaza, 9th Floor
Fort Lee, New Jersey 07024
(201) 592-6700

Nelson Obus
Wynnefield Partners Small Cap
Value, L.P.
450 Seventh Avenue, Suite 509
New York, New York 10123
(212) 760-0134

Philip V. Oppenheimer
Oppvest LLC
119 West 57th Street
New York, New York 10019
(212) 489-7527

John H. Norberg, Jr.
P.O. Box 8511
Rancho Santa Fe, California 92067

with a copy to:

Daniel S. Sternberg, Esq.
Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, New York 10006
212-225-2000

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

December 27, 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. []

The information required on this cover page shall not be deemed to be "filed"

Edgar Filing: CROWLEY MARITIME CORP - Form SC 13D/A

for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 228090106 13D

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

John H. Norberg, Jr.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
PF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- | | | |
|--|----|--|
| | 7 | SOLE VOTING POWER
9 (See Item 5) |
| NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH | 8 | SHARED VOTING POWER
0 |
| | 9 | SOLE DISPOSITIVE POWER
9 (See Item 5) |
| | 10 | SHARED DISPOSITIVE POWER
0 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Items 3 and 5)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.01%
- 14 TYPE OF REPORTING PERSON
IN

This Amendment No. 1 (this "Amendment") amends and supplements the Schedule 13D dated November 30, 2004 (the "Schedule 13D" or this "statement") of the Reporting Persons. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D. The purpose of this Amendment is to add Mr. John H. Norberg, Jr. ("Mr.

Edgar Filing: CROWLEY MARITIME CORP - Form SC 13D/A

Norberg") as a Reporting Person.

Item 2. Identity and Background.

The response set forth in Item 2 of the Schedule 13D is hereby amended by deleting the first three paragraphs and replacing it with the following:

This statement is filed by the Franklin Reporting Persons, the Oppenheimer Reporting Persons, the Wynnefield Reporting Persons (each as defined below) and Mr. Norberg (together, the "Reporting Persons").

On November 30, 2004, the Franklin Reporting Persons, the Oppenheimer Reporting Persons and the Wynnefield Reporting Persons (together, the "Original Plaintiffs") commenced a lawsuit in the Delaware Court of Chancery (the "Lawsuit") against the Issuer, as a nominal derivative defendant, and each member of the Board of Directors of the Issuer (together, the "Defendants") by filing a class action and derivative complaint (the "Complaint") for breaches by the director Defendants of their fiduciary duties to the Issuer and its shareholders. With the consent of the Original Plaintiffs, Mr. Norberg made a motion to intervene in the Lawsuit on December 27, 2005 (the "Motion to Intervene") to intervene as an additional Plaintiff in the Lawsuit. The Reporting Persons intend to pursue the Lawsuit jointly. See Item 4 below.

None of the Franklin Reporting Persons, the Oppenheimer Reporting Persons, the Wynnefield Reporting Persons nor Mr. Norberg have any agreements or understandings between them relating to the acquisition, disposition, holding or voting of the Common Stock held by them and each expressly disclaims beneficial ownership for all purposes of the Common Stock held by the others. The Reporting Persons have filed this statement solely because they may be deemed to be a "group" for purposes of Regulation 13D-G under the Act as a result of their agreement to file and pursue the Lawsuit, however, the Franklin Reporting Persons, the Oppenheimer Reporting Persons, the Wynnefield Reporting Persons and Mr. Norberg each disclaim membership in a "group" with the other Reporting Persons.

The response set forth in Item 2 of the Schedule 13D is further amended such that references to Schedule A therein shall be deemed to be references to the Schedule A-2 hereto.

The response set forth in Item 2 of the Schedule 13D is further amended by adding the following at the end:

(4) John H. Norberg, Jr.

(a), (b), (c) and (f). Mr. Norberg's address is P.O. Box 8511, Rancho Santa Fe, California 92067. Mr. Norberg is retired, and is a citizen of the United States of America.

(d) and (e). During the last five years, Mr. Norberg has not been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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

The response set forth in Item 3 of the Schedule 13D is amended by adding the following at the end:

Edgar Filing: CROWLEY MARITIME CORP - Form SC 13D/A

(4) John H. Norberg, Jr.

The securities reported in this statement as directly beneficially owned by Mr. Norberg were acquired on July 27, 1991 with funds of approximately \$12,600 (including brokerage commissions). All such funds were Mr. Norberg's personal funds.

Item 4. Purpose of Transaction.

The response set forth in Item 4 of the Schedule 13D is hereby amended by deleting the text of Item 4 in its entirety and replacing it with the following:

On November 30, 2004, the Original Plaintiffs commenced the Lawsuit in the Delaware Court of Chancery, intending to pursue the Lawsuit jointly as class and derivative representatives. On December 27, 2005, Mr. Norberg made the Motion to Intervene and also made a motion to amend the Complaint, which, if allowed, would, among other things, add Mr. Norberg as a plaintiff in the Lawsuit (the "Amended Complaint"). Each of the Original Plaintiffs and Mr. Norberg have retained the law firm of Taylor & McNew LLP as their legal counsel in connection with the Lawsuit. Reference is made to the Complaint, a copy of which is attached as Exhibit 1 to the Schedule 13D, the Motion to Intervene, attached as Exhibit 99.5 to the Schedule 13D, and the Amended Complaint, attached as Exhibit 99.6 to the Schedule 13D, each incorporated by reference in its entirety.

Each of the Reporting Persons acquired and holds the Common Stock beneficially owned by it for investment and not with the purpose or effect of changing or influencing control of the Issuer. Except as set forth in this statement, none of the Reporting Persons currently has any plans or proposals that relate to or that would result in any of the actions or transactions described in paragraphs (a) through (j) of Item 4 of the instructions to Schedule 13D. The Reporting Persons may in the future acquire additional Common Stock or other securities of the Issuer, in the open market, in privately-negotiated purchases or otherwise and may also, depending on then current circumstances, dispose of all or a portion of the Common Stock beneficially owned by them in one or more transactions. Additionally, the Reporting Persons reserve the right from time to time to formulate plans or proposals regarding the Issuer or any of its securities and to carry out any of the actions or transactions described in paragraphs (a) through (j) of Item 4 of the instructions to Schedule 13D, to the extent deemed advisable by the Reporting Persons.

Item 5. Interest in Securities of the Issuer.

The response set forth in Item 5 of the Schedule 13D is amended by deleting the first paragraph and replacing it with the following:

The Reporting Persons may be deemed to beneficially own collectively an aggregate of 9,386 shares of Common Stock, representing 10.55% of the 88,926 shares of Common Stock outstanding as of November 4, 2005 (according to the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 filed with the SEC on November 10, 2005). The Franklin Reporting Persons, Oppenheimer Reporting Persons, Wynnefield Reporting Persons and Mr. Norberg each expressly disclaims beneficial ownership for all purposes of the Common Stock held by each of the other Reporting Persons.

The response set forth in Item 5 of the Schedule 13D is further amended by adding the following at the end:

(4) John H. Norberg, Jr.

Edgar Filing: CROWLEY MARITIME CORP - Form SC 13D/A

(a) and (b) Mr. Norberg is the direct beneficial owner of 9 shares of Common Stock representing .01% of the outstanding shares of Common Stock. Mr. Norberg is the only person who has the power to vote or direct the vote and the power to dispose and direct the disposition of the shares of Common Stock.

(c) Mr. Norberg has not effected any transactions in the Common Stock during the 60-day period preceding the date this Amendment was filed.

(d) No person other than Mr. Norberg has the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, the securities reported in this Amendment as directly beneficially owned by Mr. Norberg.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

The response set forth in Item 7 of the Schedule 13D is further amended by adding the following:

Exhibit 99.5 John H. Norberg, Jr.'s Motion to Intervene in Civil Action No. 888-N, filed on December 27, 2005 in the Court of Chancery for the State of Delaware in and for New Castle County.

Exhibit 99.6 Amended Class Action and Derivative Complaint, filed on December 27, 2005 in the Court of Chancery for the State of Delaware in and for New Castle County, by Franklin Balance Sheet Investment Fund, Franklin Microcap Value Fund, P. Oppenheimer Investment Partnership L.P., Oppenheimer-Close International Ltd., Wynnefield Partners Smallcap Value LP I, Wynnefield Partners Smallcap Value LP, Wynnefield Smallcap Value Off-Shore Fund Ltd., Channell Partnership II L.P. and John H. Norberg, Jr.

Exhibit 99.7 Agreement of John H. Norberg, Jr. To Be Bound By The Joint Filing Agreement, dated as of December 16, 2005.

SIGNATURES

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 December 27, 2005

FRANKLIN ADVISORY SERVICES, LLC
FRANKLIN RESOURCES, INC.
CHARLES B. JOHNSON
RUPERT H. JOHNSON, JR.

/s/ Barbara J. Green

By: Barbara J. Green

Title: Secretary, Franklin/Templeton
Distributors, Inc., the Sole Member

Edgar Filing: CROWLEY MARITIME CORP - Form SC 13D/A

of Franklin Advisory Services, LLC

Title: Vice President, Deputy
General Counsel and Secretary,
Franklin Resources, Inc.

Attorney-in-fact of Charles B.
Johnson, pursuant to a power of
attorney, attached as Exhibit 3

Attorney-in-fact of Rupert H.
Johnson, Jr., pursuant to a power of
attorney, attached as Exhibit 4

P. OPPENHEIMER INVESTMENT
PARTNERSHIP LP

By: OPPVEST, LLC, its general partner

/s/ Philip V. Oppenheimer

By: Philip V. Oppenheimer
Title: Managing Member

OPPHENHEIMER-CLOSE INTERNATIONAL LTD.

/s/ Philip V. Oppenheimer

By: Philip V. Oppenheimer
Title: Chairman

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 December 27, 2005

WYNNEFIELD PARTNERS SMALL CAP
VALUE, L.P.

/s/ Nelson Obus

By: Nelson Obus
Title: Co-Managing Partner

WYNNEFIELD PARTNERS SMALL CAP VALUE,
L.P. I

By: WYNNEFIELD CAPITAL MANAGEMENT,
LLC, its general partner

/s/ Nelson Obus

By: Nelson Obus
Title: Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE

Edgar Filing: CROWLEY MARITIME CORP - Form SC 13D/A

FUND, LTD.
By: WYNNEFIELD CAPITAL, INC.

/s/ Nelson Obus

By: Nelson Obus
Title: President

CHANNELL PARTNERSHIP II L.P.
By: NELSON OBUS, its general partner

/s/ Nelson Obus

By: Nelson Obus
Title: General Partner

WYNNEFIELD CAPITAL MANAGEMENT LLC

/s/ Nelson Obus

By: Nelson Obus
Title: Co-Managing Member

WYNNEFIELD CAPITAL, INC.

/s/ Nelson Obus

By: Nelson Obus
Title: President

NELSON OBUS

/s/ Nelson Obus

By: Nelson Obus, individually.

JOSHUA LANDES

/s/ Joshua Landes

By: Joshua Landes, individually.

JOHN H. NORBERG, JR.

/s/ John H. Norberg, Jr.

By: John H. Norberg, Jr.,
individually.

Edgar Filing: CROWLEY MARITIME CORP - Form SC 13D/A

FRANKLIN REPORTING PERSONS DIRECTORS AND EXECUTIVE OFFICERS

Except where otherwise noted, each of the individuals named below is a citizen of the United States with a principal business address as indicated below.

Name	Principal Occupation	Residence or Business
Advani, Vijay C. (Citizen of India)	Executive Vice President - Advisor Services, FRI	Franklin Resources, In One Franklin Parkway San Mateo, CA 94403-19
Penelope S. Alexander	Vice President, Human Resources - U.S., FRI	Franklin Resources, In One Franklin Parkway San Mateo, CA 94403-19
Samuel H. Armacost	Director, FRI; Chairman of the Board, SRI International	SRI International 333 Ravenswood Ave Menlo Park, CA 94025
James R. Baio	Executive Vice President and Chief Financial Officer, FRI; Senior Vice President and Chief Financial Officer, FAS	Franklin Resources, In One Franklin Parkway San Mateo, CA 94403-19
Bruce C. Baughman	Senior Vice President, FAS	Franklin Advisory Serv One Parker Plaza, 9th Fort Lee, NJ 07024-293
Jennifer J. Bolt	Executive Vice President - Technology and Operations, FRI	Franklin Resources, In One Franklin Parkway San Mateo, CA 94403-19
Harmon E. Burns	Vice Chairman/Member--Office of the Chairman/Director, FRI	Franklin Resources, I One Franklin Parkway San Mateo, CA 94403-19
Charles Crocker	Director, FRI; Chairman of the Board, CEO and Director, BEI Technologies, Inc.	BEI Technologies, Inc. One Post Street, Suite San Francisco, CA 941
Norman R. Frisbie, Jr.	Senior Vice President and Chief Administrative Officer	Franklin Resources, In One Franklin Parkway San Mateo, CA 94403-19
Holly E. Gibson	Vice President, Corporate Communications, FRI	Franklin Resources, In One Franklin Parkway San Mateo, CA 94403-19
Barbara J. Green	Vice President, Deputy General Counsel and Secretary, FRI; Secretary, FAS	Franklin Resources, In One Franklin Parkway San Mateo, CA 94403-19
Joseph R. Hardiman	Director, FRI; Director of various other entities	1119 St. Paul Street Baltimore, MD 21202
Donna S. Ikeda	Vice President, Human Resources - International, FRI	Franklin Resources, In One Franklin Parkway San Mateo, CA 94403-19

Edgar Filing: CROWLEY MARITIME CORP - Form SC 13D/A

Robert D. Joffe	Director, FRI	Cravath, Swaine & Moore 825 Eighth Ave. New York, NY 10019
Charles B. Johnson	Chairman of the Board/Member - Office of the Chairman/Director/Principal Shareholder, FRI	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-19
Gregory E. Johnson	Chief Executive Officer/President, FRI	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-19
Rupert H. Johnson, Jr.	Vice Chairman/Member--Office of the Chairman/Director/Principal Shareholder, FRI; Senior Vice President, FAS	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-19
Thomas H. Kean	Director, FRI; Chairman, The Robert Wood Johnson Foundation	THK Consulting 49 Route 202, PO Box 8 Far Hills, NY 07931
Leslie M. Kratter	Senior Vice President/Assistant Secretary, FRI	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-19
William J. Lippman	President, FAS	Franklin Advisory Services One Parker Plaza, 9th Fort Lee, NJ 07024-293
Kenneth A. Lewis	Vice President/Treasurer, FRI; Treasurer, FAS	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-19
John M. Lusk	Executive Vice President - Portfolio Operations, FRI	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-19
Margaret McGee	Vice President, FAS	Franklin Advisory Services One Parker Plaza, 9th Fort Lee, NJ 07024-293
Chutta Ratnathicam	Director, FRI; Retired	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-19
Peter M. Sacerdote	Director, FRI; Advisory Director and Chairman of the Investment Committee of the Principal Investment Area, Goldman, Sachs & Co.	Goldman, Sachs & Co. 85 Broad Street New York, NY 10004
Murray L. Simpson	Executive Vice President, FRI	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-19
Timothy S. Stearns	Chief Compliance Officer, FAS	500 East Broward Blvd. Fort Lauderdale, FL 33
Laura Stein	Director, FRI; Senior Vice President - General Counsel and Secretary, The Clorox Company	The Clorox Company 1221 Broadway Oakland, CA 94612-1888
Anne M. Tatlock	Vice Chairman/Member--Office of the	Fiduciary Trust Compan

Edgar Filing: CROWLEY MARITIME CORP - Form SC 13D/A

	Chairman/Director, FRI	600 5th Avenue, 4th Fl New York, NY 10020-230
Donald G. Taylor	Senior Vice President, FAS	Franklin Advisory Serv One Parker Plaza, 9th Fort Lee, NJ 07024-293
Craig S. Tyle	Executive Vice President/General Counsel, FRI	Franklin Resources, In One Franklin Parkway San Mateo, CA 94403-19
Louis E. Woodworth	Director, FRI; President, Alpine Corporation	Alpine Corporation 1505 7th Avenue West Seattle, WA 98119
William Y. Yun	Executive Vice President - Institutional, FRI	Fiduciary Trust Compan 600 5th Avenue, 4th Fl New York, NY 10020-230