WARNACO GROUP INC /DE/
Form SC 13G/A
February 07, 2005

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. 1)*

THE WARNACO GROUP, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

934390 40 2

(Cusip Number)

December 31, 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:

o Rule 13d-1 (b)

þ Rule 13d-1 (c)

o 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.

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 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).

13G

CUSIP No. 934390 40 2 Page 2 of 6

1. Name of Reporting Person: The Bank of Nova Scotia
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:
(a) o
(b) o

3. SEC Use Only:

4. Citizenship or Place of Organization: Canada

Number of Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power: 1,252,233

6. Shared Voting Power: 0

7. Sole Dispositive Power: 1,252,233

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,252,233 at December 31, 2004

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares: o

11.

Percent of Class Represented by Amount in Row (9):
2.74%

12. Type of Reporting Person:
CO

Item 1(a). **Name of Issuer**

The Warnaco Group, Inc.

Item 1(b). **Address of Issuer s Principal Executive Offices**

The Warnaco Group, Inc.
501 Seventh Avenue
New York, New York 10018

Item 2(a). **Name of Persons Filing**

The Bank of Nova Scotia (Scotiabank)

Item 2(b). **Address of Principal Business Office or, if None, Residence**

The Bank of Nova Scotia
Attention: Group Compliance
44 King Street West
Toronto, Ontario, Canada M5H 1H1

Item 2(c). **Citizenship**

Organized under the laws of Canada.

Item 2(d). **Title of Class of Securities**

Common Stock

Item 2(e). **CUSIP Number**

934390 40 2

Item 3. **Filing Category**

Not applicable

Item 4(a). **Amount Beneficially Owned**

1,252,233

Item 4(b). **Percent of Class**

2.74%

Item 4(c). **Number of shares as to which the Reporting Person has:**

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

1,252,233

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

0

(iii) sole power to dispose or to direct the disposition:

1,252,233

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

0

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 þ

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 Group**

Not applicable

Item 10. **Certification**

By signing below, each signatory certifies that, to the best of the signatory s knowledge and belief, the securities referred to above 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.

SIGNATURE

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

Dated: February 7, 2005

THE BANK OF NOVA SCOTIA

By:
Name: Stewart Walford
Title: Senior Manager, Group Compliance