

SCHWEITZER MAUDUIT INTERNATIONAL INC
Form SC 13G/A
February 06, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G-A
Under the Securities Exchange Act of 1934

Amendment No.: 4

Name of Issuer: Schweitzer-Mauduit International, Inc.

Title of Class of Securities: Common Stock

CUSIP Number: 808541106

(Date of Event Which Requires Filing of this Statement)

December 31, 2001

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 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 ("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).

CUSIP Number: 808541106

1. Name of Reporting Person
I.R.S. Identification No. of Above Person
Thomas Russo
2. Check the Appropriate Box if a Member of a Group
 - a.
 - b.
3. SEC Use Only

Edgar Filing: SCHWEITZER MAUDUIT INTERNATIONAL INC - Form SC 13G/A

4. Citizenship or Place of Organization
United States

Number of Shares Beneficially Owned by Each Reporting Person
With:

5. Sole Voting Power:
300,000

6. Shared Voting Power:
886,325

7. Sole Dispositive Power:
300,000

8. Shared Dispositive Power:
886,325

9. Aggregate Amount Beneficially Owned by Each Reporting
Person
1,186,325

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

11. Percent of Class Represented by Amount in Row (9)
7.99%

12. Type of Reporting Person
IN

-2-

CUSIP Number: 808541106

1. Name of Reporting Person
I.R.S. Identification No. of Above Person
Gardner Russo & Gardner

2. Check the Appropriate Box if a Member of a Group
a.
b.

3. SEC Use Only

4. Citizenship or Place of Organization
Pennsylvania

Edgar Filing: SCHWEITZER MAUDUIT INTERNATIONAL INC - Form SC 13G/A

Number of Shares Beneficially Owned by Each Reporting Person
With:

5. Sole Voting Power:
6. Shared Voting Power:
1,232,225
7. Sole Dispositive Power:
8. Shared Dispositive Power:
1,232,225
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,232,225
10. Check Box if the Aggregate Amount in Row (9) Excludes
Certain Shares
11. Percent of Class Represented by Amount in Row (9)
8.3%
12. Type of Reporting Person
IA, CO

-3-

Item 1(a) Name of Issuer: Schweitzer-Mauduit International,
Inc.

(b) Address of Issuer's Principal Executive Offices:
100 North Point Center East, Suite 600
Alpharetta, GA

Item 2(a) - (c). Name, Principal Business Address, and
Citizenship of Persons Filing:

Thomas Russo
Gardner Russo & Gardner
223 East Chestnut Street
Lancaster, PA 17602

(d) Title of Class of Securities: Common Stock, \$.10
par value

Edgar Filing: SCHWEITZER MAUDUIT INTERNATIONAL INC - Form SC 13G/A

(e) CUSIP Number: 808541106

Item 3. If this statement is filed pursuant to Rule 13d-1(b)(1) or 13d-2(b) or (c) check whether the person filing is:

- (a) / / Broker or dealer registered under Section 15 of the Act,
- (b) / / Bank as defined in Section 3(a)(6) of the Act,
- (c) / / Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) / / Investment Company registered under Section 8 of the Investment Company Act,

With respect to Gardner Russo & Gardner:

- (e) /X/ The filing person is an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,
- (f) / / Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund,
- (g) / / Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G),
- (h) / / Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act,

-4-

- (i) / / Church plan excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act,
- (j) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

With respect to Thomas Russo:

This statement is filed pursuant to Rule 13d-1(c), check this box. /X/

Item 4. Ownership.

(a) Amount Beneficially Owned: Thomas Russo - 1,186,325, Gardner Russo & Gardner - 1,232,225

(b) Percent of Class: Thomas Russo - 7.99%, Gardner Russo & Gardner - 8.3%

Edgar Filing: SCHWEITZER MAUDUIT INTERNATIONAL INC - Form SC 13G/A

(c) Thomas Russo - 886,325 shares with shared power to vote or to direct the vote; 300,000 shares with sole power to vote or direct the vote; 886,325 shares with shared power to dispose or to direct the disposition of; 300,000 shares with the sole power to dispose or to direct the disposition of.

Gardner Russo & Gardner - 1,232,225 shares with shared power to vote or to direct the vote; 1,232,225 shares with shared power to dispose or to direct the disposition of.

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 5 percent of the class of securities, check the following / /.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company.

N/A

-5-

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of the Group.

N/A

Item 10.

With respect to Gardner Russo & Gardner:

Certification for Rule 13d-1(b): By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

After reasonable inquiry and to the best of my

Edgar Filing: SCHWEITZER MAUDUIT INTERNATIONAL INC - Form SC 13G/A

knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Gardner Russo & Gardner January 31, 2002

By: /s/ Thomas Russo Date

Thomas Russo, Partner

With respect to Thomas Russo:

Certification for Rule 13d-1(c): By signing below I certify that, to the best of my 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.

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.

/s/ Thomas Russo January 31, 2002

Thomas Russo Date

-6-

AGREEMENT

The undersigned agree that this Schedule 13G dated January 31, 2002 relating to the Common Stock of Schweitzer-Mauduit International, Inc. shall be filed on behalf of the undersigned.

/s/ Thomas Russo

Thomas Russo

Gardner Russo & Gardner

By: /s/ Thomas Russo

Thomas Russo, Partner

70655160.AL6

-7-