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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"



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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:

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(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.

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(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

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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  
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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

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FUND, LTD.  
By: WYNNEFIELD CAPITAL, INC.

/s/ Nelson Obus  
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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.

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



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

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