

Edgar Filing: GOELET LLC - Form SC 13D/A

GOELET LLC  
Form SC 13D/A  
October 10, 2001

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

SCHEDULE 13D  
Amendment No. 1

Under the Securities Exchange Act of 1934

Pogo Producing Company  
-----

(Name of Issuer)

Common Stock, par value \$1.00 per share  
-----

(Title of Class of Securities)

730448107  
-----

(CUSIP Number)

Mark Rosenbaum  
Goelet, LLC  
425 Park Avenue  
28th Floor  
New York, New York 10022  
Telephone: (212) 588-9555

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

Copy to:  
Peter J. Rooney, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 848-4000

September 21, 2001  
-----

(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 ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. Seess. 240.13d-7(b) for other parties to whom copies are to be sent.

\*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.

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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).

1

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated August 26, 1930 f/b/o  
Beatrice G. Manice

-----  
2. Check the Appropriate Box if a Member of a Group  
  
(a)  [X]  
(b)  [ ]

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions)  
  
00

-----  
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]

-----  
6. Citizenship or Place of Organization  
  
State of New York

-----  
7. Number of Shares Beneficially Owned By Each Reporting Person With  
Sole Voting Power  
0  
-----  
8. Shared Voting Power  
0  
-----  
9. Sole Dispositive Power  
0  
-----  
10. Shared Dispositive Power  
12,290,612

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,290,612

-----  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [\_\_]

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13. Percent of Class Represented by Amount in Row (11)  
22.9%

14. Type of Reporting Person (See Instructions)  
00

2

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
Beatrice G. Manice

2. Check the Appropriate Box if a Member of a Group  
  
(a)  [X]  
(b)  [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)  
00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]

6. Citizenship or Place of Organization  
  
State of Rhode Island

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

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(See Instructions) [\_\_]

-----  
13. Percent of Class Represented by Amount in Row (11)  
22.9%

-----  
14. Type of Reporting Person (See Instructions)  
00  
-----

3

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under the Will of Robert Walton Goelet for the  
benefit of Beatrice G. Manice  
-----

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

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization  
  
State of Rhode Island  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,290,612

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person

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12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) []

13. Percent of Class Represented by Amount in Row (11)  
22.9%

14. Type of Reporting Person (See Instructions)  
OO

4

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated August 26, 1930 f/b/o  
Robert G. Goelet

2. Check the Appropriate Box if a Member of a Group  
  
(a) []  
(b) []

3. SEC Use Only

4. Source of Funds (See Instructions)  
OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). []

6. Citizenship or Place of Organization  
State of New York

7.	Number of Shares	Sole Voting Power 0
8.	Beneficially Owned	Shared Voting Power 0
9.	By Each Reporting Person	Shared Voting Power 0
10.	With	Sole Dispositive Power 12,290,612

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- 
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,290,612
- 
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [\_\_]
- 
13. Percent of Class Represented by Amount in Row (11)  
22.9%
- 
14. Type of Reporting Person (See Instructions)  
00
- 

5

CUSIP No. 730448107

- 
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
Robert G. Goelet
- 
2. Check the Appropriate Box if a Member of a Group  
  
(a) [X]  
(b) [ ]
- 
3. SEC Use Only
- 
4. Source of Funds (See Instructions)  
  
00
- 
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). [ ]
- 
6. Citizenship or Place of Organization  
  
State of Rhode Island
- 
- |    |              |                        |
|----|--------------|------------------------|
| 7. | Number of    | Sole Voting Power      |
|    | Shares       | 0                      |
| 8. | Beneficially | -----                  |
|    | Owned        | Shared Voting Power    |
|    | By           | 0                      |
| 9. | Each         | -----                  |
|    | Reporting    | Sole Dispositive Power |
|    | Person       | 0                      |

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10. With -----  
Shared Dispositive Power  
12,290,612  
-----
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,290,612  
-----
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [\_\_]  
-----
13. Percent of Class Represented by Amount in Row (11)  
22.9%  
-----
14. Type of Reporting Person (See Instructions)  
00  
-----

6

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under the Will of Robert Walton Goelet f/b/o  
Robert G. Goelet  
-----
2. Check the Appropriate Box if a Member of a Group  
  
(a) [X]  
(b) [ ]  
-----
3. SEC Use Only  
-----
4. Source of Funds (See Instructions)  
  
00  
-----
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). [ ]  
-----
6. Citizenship or Place of Organization  
  
State of Rhode Island  
-----
7. Number of Shares Sole Voting Power  
0  
-----
8. Beneficially Owned By Shared Voting Power  
0  
-----

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9. Each Reporting Person With -----  
Sole Dispositive Power  
0  
-----  
10. Shared Dispositive Power  
12,290,612  
-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,290,612  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [\_\_]  
-----

13. Percent of Class Represented by Amount in Row (11)  
22.9%  
-----

14. Type of Reporting Person (See Instructions)  
00  
-----

7

CUSIP No. 730448107  
-----

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
Francis Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a) [X]  
(b) [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
  
00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). [ ]  
-----

6. Citizenship or Place of Organization  
  
State of Rhode Island  
-----

7. Number of Shares Sole Voting Power  
0  
-----



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8. Beneficially Owned Shared Voting Power  
By 0

9. Each Reporting Person Sole Dispositive Power  
With 0

10. Shared Dispositive Power  
12,290,612

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,290,612

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [\_\_]

---

13. Percent of Class Represented by Amount in Row (11)  
22.9%

---

14. Type of Reporting Person (See Instructions)  
00

8

CUSIP No. 730448107

---

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated December 18, 1931 f/b/o  
John Goelet

---

2. Check the Appropriate Box if a Member of a Group  
  
(a) [X]  
(b) [ ]

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
  
00

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). [ ]

---

6. Citizenship or Place of Organization  
  
State of New York

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- 
7. Number of Shares 0  
Sole Voting Power
8. Beneficially Owned 0  
Shared Voting Power
9. By Each Reporting Person 0  
Sole Dispositive Power
10. With 12,290,612  
Shared Dispositive Power
- 
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,290,612
- 
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [\_\_]
- 
13. Percent of Class Represented by Amount in Row (11)  
22.9%
- 
14. Type of Reporting Person (See Instructions)  
00
- 

9

CUSIP No. 730448107

- 
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated December 17, 1976 f/b/o  
grandchildren of John Goelet
- 
2. Check the Appropriate Box if a Member of a Group  
  
(a) [X]  
(b) [ ]
- 
3. SEC Use Only
- 
4. Source of Funds (See Instructions)  
  
00
- 
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). [ ]
- 
6. Citizenship or Place of Organization

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State of New York

7.	Number of Shares	Sole Voting Power 0
8.	Beneficially Owned	----- Shared Voting Power 0
9.	By Each Reporting Person	----- Sole Dispositive Power 0
10.	With	----- Shared Dispositive Power 12,290,612
11.	Aggregate Amount Beneficially Owned by Each Reporting Person  12,290,612	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [__]	
13.	Percent of Class Represented by Amount in Row (11)  22.9%	
14.	Type of Reporting Person (See Instructions)  00	

10

CUSIP No. 730448107

1.	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person  Trustees of the Trust under Agreement dated July 27, 1935 f/b/o John Goelet
2.	Check the Appropriate Box if a Member of a Group  (a) [X] (b) [ ]
3.	SEC Use Only
4.	Source of Funds (See Instructions)  00
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). [ ]

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6. Citizenship or Place of Organization

State of Rhode Island

7. Number of Shares Sole Voting Power  
0

8. Beneficially Owned Shared Voting Power  
By 0

9. Each Reporting Person Sole Dispositive Power  
With 0

10. Shared Dispositive Power  
12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) []

13. Percent of Class Represented by Amount in Row (11)  
22.9%

14. Type of Reporting Person (See Instructions)  
00

11

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under the Will of Robert Walton Goelet f/b/o  
John Goelet

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

(a) []  
(b) []

3. SEC Use Only

4. Source of Funds (See Instructions)

00

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5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization  
State of Rhode Island

7.	Number of Shares	Sole Voting Power
		0
8.	Beneficially Owned	Shared Voting Power
	By Each Reporting Person	0
9.	With	Sole Dispositive Power
		0
10.		Shared Dispositive Power
		12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13. Percent of Class Represented by Amount in Row (11)  
22.9%

14. Type of Reporting Person (See Instructions)  
00

12

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
RGG Limited Partnership

2. Check the Appropriate Box if a Member of a Group  
(a) [X]  
(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

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00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization

Delaware

7. Number of Shares Sole Voting Power  
0

8. Beneficially Owned Shared Voting Power  
By Each Reporting Person 0

9. Sole Dispositive Power  
With 0

10. Shared Dispositive Power  
12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [\_\_]

13. Percent of Class Represented by Amount in Row (11)

22.9%

14. Type of Reporting Person (See Instructions)

PN

13

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

John H. Manice

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

(a) [X]  
(b) [ ]

3. SEC Use Only

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4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially Owned Shared Voting Power

0

9. By Each Reporting Person Sole Dispositive Power

0

10. With Shared Dispositive Power  
12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [\_\_]

13. Percent of Class Represented by Amount in Row (11)

22.9%

14. Type of Reporting Person (See Instructions)

IN

14

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under Agreement dated September 4, 1980 f/b/o  
Anne de La Haye Jousselin

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

(a) [X]

(b) [ ]

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3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization

State of New York

7. Number of Shares Sole Voting Power

0

8. Beneficially Owned

Shared Voting Power

By

0

9. Each Reporting Person With

Sole Dispositive Power

0

10. Shared Dispositive Power  
12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [\_\_]

13. Percent of Class Represented by Amount in Row (11)

22.9%

14. Type of Reporting Person (See Instructions)

00

15

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Robert G. Manice

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

(a) [X]



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(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). [ ]

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially

Owned

Shared Voting Power

By

0

9. Each

Reporting

Sole Dispositive Power

Person

0

With

10. Shared Dispositive Power  
12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [\_\_]

13. Percent of Class Represented by Amount in Row (11)

22.9%

14. Type of Reporting Person (See Instructions)

IN

16

CUSIP No. 730448107

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

Amelia M. Berkowitz

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

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- (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially

Owned

Shared Voting Power

By

0

9. Each

Reporting

Sole Dispositive Power

Person

0

With

10.

Shared Dispositive Power  
12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

22.9%

14. Type of Reporting Person (See Instructions)

IN

17

CUSIP No. 730448107

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

Pamela Manice

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

- (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially Owned

Shared Voting Power

By

0

9. Each Reporting Person

Sole Dispositive Power

0

With

10. Shared Dispositive Power  
12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

22.9%

14. Type of Reporting Person (See Instructions)

IN

18

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

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Robert G. Goelet

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

- (a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially

Owned

Shared Voting Power

By

0

9. Each

Reporting

Sole Dispositive Power

Person

0

With

10. Shared Dispositive Power  
12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

22.9%

14. Type of Reporting Person (See Instructions)

IN

19

CUSIP No. 730448107

1. Name of Reporting Person

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S.S. or I.R.S. Identification No. of Above Person

Philip Goelet

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially Owned

Shared Voting Power

By

0

9. Each Reporting Person

Sole Dispositive Power

0

With

10. Shared Dispositive Power  
12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

22.9%

14. Type of Reporting Person (See Instructions)

IN

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1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Christopher Goelet

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

3. SEC Use Only

4. Source of Funds (See Instructions)  
  
00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization  
  
United States of America

7.	Number of Shares	Sole Voting Power 0
8.	Beneficially Owned	----- Shared Voting Power
9.	By Each Reporting Person	0 ----- Sole Dispositive Power
10.	With	----- Shared Dispositive Power 12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
  
22.9%

14. Type of Reporting Person (See Instructions)  
  
IN

Edgar Filing: GOELET LLC - Form SC 13D/A

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Gilbert Kerlin

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

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions)  
  
00

-----  
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization  
  
United States of America

-----  
7. Number of Shares Beneficially Owned By Each Reporting Person With  
Sole Voting Power  
0  
-----  
8. Shared Voting Power  
0  
-----  
9. Sole Dispositive Power  
0  
-----  
10. Shared Dispositive Power  
12,290,612

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,290,612

-----  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11)  
  
22.9%

-----  
14. Type of Reporting Person (See Instructions)  
  
IN

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CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Windward Oil & Gas Corporation

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

3. SEC Use Only

4. Source of Funds (See Instructions)  
  
00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization

7.	Number of Shares	Sole Voting Power
8.	Beneficially Owned	0
9.	By Each Reporting Person	Shared Voting Power
	With	0
		Sole Dispositive Power
10.		0
		Shared Dispositive Power
		12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
  
22.9%

14. Type of Reporting Person (See Instructions)  
  
CO



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23

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Arthur N. Field

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

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions)  
  
00

-----  
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization  
  
United States of America

-----  
7. Number of Shares Sole Voting Power  
0  
8. Beneficially Owned Shared Voting Power  
By Each Reporting Person 0  
9. Sole Dispositive Power  
0  
10. With Shared Dispositive Power  
12,290,612

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,290,612

-----  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11)  
  
22.9%

-----  
14. Type of Reporting Person (See Instructions)

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IN

24

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Alexandra C. Goelet

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

3. SEC Use Only

4. Source of Funds (See Instructions)  
  
00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization  
  
United States of America

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
  
22.9%

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14. Type of Reporting Person (See Instructions)

IN

25

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Henrietta Goelet

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

(a)  [X]  
(b)  [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]

6. Citizenship or Place of Organization

United States of America and United Kingdom

7. Number of Shares

Sole Voting Power  
0

8. Beneficially

Owned

Shared Voting Power

By

0

9. Each Reporting Person

With

Sole Dispositive Power

0

10. Shared Dispositive Power  
12,290,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,290,612

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [\_\_]

13. Percent of Class Represented by Amount in Row (11)

22.9%

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-----  
14. Type of Reporting Person (See Instructions)  
  
IN  
-----

26

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Edmond de La Haye Jousselin  
-----

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

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
  
OO  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization  
  
France  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		12,290,612

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
12,290,612  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11)  
-----

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22.9%

-----  
14. Type of Reporting Person (See Instructions)

IN  
-----

27

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Robert S. Rich  
-----

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

(a)   
(b)

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)

00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization

United States of America  
-----

7. Number of Shares Sole Voting Power

0

8. Beneficially Owned Shared Voting Power

0

9. By Each Reporting Person Sole Dispositive Power

0

10. With Shared Dispositive Power

12,290,612

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,290,612  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

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-----  
13. Percent of Class Represented by Amount in Row (11)  
22.9%

-----  
14. Type of Reporting Person (See Instructions)  
IN  
-----

28

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Goelet, LLC

-----  
2. Check the Appropriate Box if a Member of a Group  
(a)  [X]  
(b)  [ ]

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions)  
00

-----  
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]

-----  
6. Citizenship or Place of Organization  
State of Delaware

-----  
7. Number of Shares Sole Voting Power  
0  
8. Beneficially Owned Shared Voting Power  
By 0  
9. Each Reporting Person Sole Dispositive Power  
With 0  
10. Shared Dispositive Power  
12,290,612

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,290,612

-----  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

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(See Instructions) [\_\_]

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13. Percent of Class Represented by Amount in Row (11)

22.9%

---

14. Type of Reporting Person (See Instructions)

00

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29

This Amendment No. 1 to Schedule 13D amends and supplements the Schedule 13D (the "Schedule 13D") filed jointly by the parties named herein with the Securities and Exchange Commission on March 26, 2001. Except as specifically amended below, all other provisions of the Schedule 13D remain in effect.

### Item 2. Identity and Background

The paragraphs number 12 and 13 of Item 2 are hereby amended to read as follows:

RGG Limited Partnership is a Delaware limited partnership. The general partner of RGG Limited Partnership is Robert G. Goelet.

### Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated to read as follows:

(a) In the aggregate, the Group beneficially owns 12,290,612 shares of Pogo Common Stock, representing 22.9% of the outstanding Pogo Common Stock.

(b) The Registration Rights Agreement, dated March 14, 2001, among Pogo and members of the Group (the "Registration Rights Agreement"), requires the members of the Group to cooperate with respect to the disposition of their shares on the public markets, therefore the members of the Group have shared dispositive power with respect to all 12,290,612 shares and sole dispositive power with respect to none of the shares. The Standstill and Voting Agreement requires the group to vote their shares either (i) in accordance with the recommendation of the board of directors of Pogo or (ii) in equal proportion to the votes cast by Pogo shareholders that are not members of the Group. Therefore, the members of the Group have sole voting power with respect to none of the Shares and shared voting power with respect to none of the Shares.

Each member of the Group disclaims beneficial ownership of the Shares not owned by either (i) such member, (ii) a trust of which such member is a trustee, (iii) a limited partnership of which such member is a general partner or (iv) a controlled affiliate of such member. Accordingly, (1) the Trust under Agreement dated August 26, 1930 for the benefit of Beatrice G. Manice disclaims beneficial ownership of 11,718,934 Shares, (2) the Trust under Agreement dated July 27, 1935 for the benefit of Beatrice G. Manice disclaims beneficial ownership of 11,718,934 Shares, (3) the Trust under the Will of Robert Walton Goelet for the benefit of Beatrice G. Manice disclaims beneficial ownership of 11,909,493 Shares, (4) the Trust under Agreement dated August 26, 1930 for the benefit of Robert G. Goelet disclaims beneficial ownership of 10,512,058 Shares, (5) the Trust under Agreement dated July 27, 1935 for the benefit of Robert G.

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Goelet disclaims beneficial ownership of 11,718,934 Shares, (6) the Trust under the Will of Robert Walton Goelet for the benefit of Robert G. Goelet disclaims beneficial ownership of 11,718,934 Shares, (7) the Trust under Agreement dated July 27, 1935 for the benefit of Francis Goelet disclaims beneficial ownership of 11,718,934 Shares, (8) the Trust under Agreement dated December 18, 1931 for the benefit of John Goelet disclaims beneficial ownership of 10,956,697 Shares, (9) the Trust under Agreement dated December 17, 1976 for the benefit of grandchildren of John Goelet disclaims beneficial ownership of 11,845,974 Shares, (10) the Trust under Agreement dated July 27, 1935 for the benefit of John Goelet disclaims beneficial ownership of 11,718,934 Shares, (11) the Trust under the Will of Robert Walton Goelet for the benefit of John Goelet disclaims beneficial ownership of 11,814,214 Shares, (12) the Trust under Agreement dated September 4, 1980 for the benefit of Anne de La Haye Jousselein disclaims beneficial ownership of 12,207,857 Shares, (13) Robert G. Goelet disclaims beneficial ownership of 5,173,598 Shares, (14) John H. Manice disclaims beneficial ownership of 9,488,564 Shares, (15) Robert G. Manice disclaims beneficial ownership of 12,252,500 Shares, (16) Amelia M. Berkowitz disclaims beneficial ownership of 12,137,160 Shares, (17) Pamela Manice disclaims beneficial ownership of 9,478,659 Shares, (18) Philip Goelet disclaims beneficial ownership of 3,425,548 Shares, (19) Christopher Goelet disclaims beneficial ownership of 9,737,979 Shares, (20) Gilbert Kerlin disclaims beneficial ownership of 10,532,368 Shares, (21) Windward Oil & Gas Corporation disclaims beneficial ownership of 12,027,917 Shares, (22) Arthur N. Field disclaims beneficial ownership of 12,276,257 Shares, (23) Alexandra C. Goelet disclaims beneficial ownership of 9,368,702 Shares, (24) Henrietta Goelet disclaims beneficial ownership of 11,845,974 Shares, (25) Edmond de La Haye Jousselein disclaims beneficial ownership of 3,600,927 Shares, (26) Robert S. Rich disclaims beneficial ownership of 9,463,983 Shares, (27) RGG Limited Partnership disclaims beneficial ownership of 11,513,051 Shares and (28) Goelet, LLC disclaims beneficial ownership of all 12,290,612 Shares.

The Shares beneficially owned by Robert G. Manice include 8,451 Shares held by him as custodian for his three minor children under the New York Uniform Transfers to Minors Act.

(c) On September 21, 2001, Gilbert Kerlin transferred 325,204 Pogo Common Stock to the Goldman Sachs 2001 Global Exchange Place Fund in exchange for 78,510.11 units of the Goldman Sachs 2001 Global Exchange Place Fund. On September 11, 2001, Robert G. Goelet, Alexandra Gardiner Goelet and Robert Gardiner Goelet transferred all of their Pogo Common Stock to RGG Limited Partnership in exchange for membership interests in the RGG Limited Partnership.

(d) None.

(e) On September 11, 2001, Alexandra Gardiner Goelet and Robert Gardiner Goelet ceased to be the beneficial owners of more than five percent of the Pogo Common Stock.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended by adding the following at the end thereof:

6. First Amended and Restated Joint Filing Agreement, dated October 9, 2001, as required by Rule 13d-1(k).

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.

Date: October 9, 2001

ROBERT G. GOELET



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/s/ Robert S. Goelet\*

-----  
As Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice; (d) the Trust u/w of Robert Walton Goelet f/b/o Robert G. Goelet; (e) the Trust u/a dated July 27, 1935 f/b/o Francis Goelet; (f) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (g) the Trust u/a dated July 27, 1935 f/b/o John Goelet; (h) the Trust u/w of Robert Walton Goelet f/b/o John Goelet; and (i) the Trust u/a dated September 4, 1980, as amended, f/b/o Anne de La Haye Jouselin

JOHN H. MANICE

/s/ John H. Manice\*

-----  
Individually, and as Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; and (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice

ROBERT G. MANICE

/s/ Robert G. Manice\*

-----  
AMELIA M. BERKOWITZ

/s/ Amelia M. Berkowitz\*

-----  
Individually and as Trustee of the Trust u/a dated September 4, 1980, as amended, f/b/o Anne de La Haye Jouselin

PAMELA MANICE

/s/ Pamela Manice\*

-----  
Individually and as Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o

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Beatrice G. Manice; and (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice

RGG LIMITED PARTNERSHIP

/s/ Robert G. Goelet\*

-----  
By: Robert G. Goelet  
Its: General Partner

PHILIP GOELET

/s/ Philip Goelet\*

-----  
Individually and as Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice; (d) the Trust u/a dated August 26, 1930 f/b/o Robert G. Goelet; (e) the Trust u/a dated July 27, 1935 f/b/o Robert G. Goelet; (f) the Trust u/w of Robert Walton Goelet f/b/o Robert G. Goelet; (g) the Trust u/a dated July 27, 1935 f/b/o Francis Goelet; (h) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (i) the Trust u/a dated July 27, 1935 f/b/o John Goelet; (j) the Trust u/w of Robert Walton Goelet f/b/o John Goelet; and (k) the Trust u/a dated September 4, 1980, as amended, f/b/o Anne de La Haye Jousselein

CHRISTOPHER GOELET

/s/ Christopher Goelet\*

-----  
Individually and as Trustee of (a) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (b) the Trust u/a dated July 27, 1935 f/b/o John Goelet; and (c) the Trust u/w of Robert Walton Goelet f/b/o John Goelet

GILBERT KERLIN

/s/ Gilbert Kerlin\*

-----  
WINDWARD OIL & GAS CORPORATION

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/s/ Gilbert Kerlin\*

-----  
By: Gilbert Kerlin  
Its: President

ARTHUR N. FIELD

/s/ Arthur N. Field\*

HENRIETTA GOELET

/s/ Henrietta Goelet\*

-----  
As Trustee of the Trust u/a dated  
December 17, 1976  
f/b/o grandchildren of John Goelet

ALEXANDRA C. GOELET

/s/ Alexandra C. Goelet\*

-----  
As Trustee of (a) the Trust u/a  
dated August 26, 1930 f/b/o Robert  
G. Goelet; (b) the Trust u/a dated  
July 27, 1935 f/b/o Robert G.  
Goelet; and (c) the Trust u/w  
Robert Walton Goelet f/b/o Robert  
G. Goelet

EDMOND DE LA HAYE JOUSSELIN

/s/ Edmond de La Haye Jousselin\*

-----  
As Trustee of (a) the Trust u/a  
dated August 26, 1930 f/b/o  
Beatrice G. Manice; (b) the Trust  
u/a dated July 27, 1935 f/b/o  
Beatrice G. Manice; (c) the Trust  
u/w of Robert Walton Goelet f/b/o  
Beatrice G. Manice; (d) the Trust  
u/a dated August 26, 1930 f/b/o  
Robert G. Goelet; (e) the Trust u/a  
dated July 27, 1935 f/b/o Robert G.  
Goelet; (f) the Trust u/w of Robert  
Walton Goelet f/b/o Robert G.  
Goelet; (g) the Trust u/a dated  
July 27, 1935 f/b/o Francis Goelet;  
(h) the Trust u/a dated December  
18, 1931 f/b/o John Goelet; (i) the  
Trust u/a dated July 27, 1935 f/b/o  
John Goelet; (j) the Trust u/w of  
Robert Walton Goelet f/b/o John  
Goelet; and (k) the Trust u/a dated  
September 4, 1980, as amended,

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f/b/o Anne de La Haye Jousselin

ROBERT S. RICH

/s/ Robert S. Rich\*

-----  
As Trustee of (a) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (b) the Trust u/a dated July 27, 1935 f/b/o John Goelet; (c) the Trust u/w of Robert Walton Goelet f/b/o John Goelet; and (d) the Trust u/a dated December 17, 1976 f/b/o grandchildren of John Goelet

GOELET, LLC

/s/ Robert W. Kiley

-----  
By: Robert W. Kiley  
Its: President and Chief  
Operating Officer

/s/ Mark Rosenbaum

-----  
By: Mark Rosenbaum  
Its: Chief Financial Officer  
and Treasurer

\*GOELET, LLC  
Attorney-in-fact

/s/ Robert W. Kiley

-----  
By: Robert W. Kiley  
Its: President and Chief  
Operating Officer

/s/ Mark Rosenbaum

-----  
By: Mark Rosenbaum  
Its: Chief Financial Officer  
and Treasurer