

LENNAR CORP /NEW/
Form SC 13D/A
April 28, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2
TO
SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(RULE 13d-101)

LENNAR CORPORATION
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.10 PER SHARE
(Title of Class of Securities)

526057104
(Cusip Number)

DAVID W. BERNSTEIN, ESQ.
CLIFFORD CHANCE US LLP
200 PARK AVENUE
NEW YORK, NEW YORK 10166
(212) 878-8000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

APRIL 18, 2003
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(3), 13d-1(f) or 13d-1(g), check the following box [].

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CUSIP No. 526057104

13D

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

STUART A. MILLER

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [X]
(b) []

3. SEC USE ONLY

4. SOURCES OF FUNDS

NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

US

7. SOLE VOTING POWER
NUMBER OF UNITS 337,826

8. SHARED VOTING POWER
BENEFICIALLY OWNED BY

9. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON WITH 337,826

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
337,826

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.6%

14. TYPE OF REPORTING PERSON
IN

2

This Amendment No. 2 amends and supplements the schedule 13D filed with the Securities and Exchange Commission on August 7, 2002, as previously amended, by adding the following paragraph (e) to Item 5:

Item 5. Interest in Securities of the Issuer.

(e) Effective April 18, 2003, the Company's Certificate of

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Incorporation was amended to remove the right of holders of Class B common stock to convert that stock into Class A common stock (formerly called "Common Stock"). Therefore, effective April 18, 2003, Stuart Miller's beneficial ownership of Class A common stock was reduced from 10,018,787 shares to 337,826 shares, which is less than 5% of the outstanding Class A common stock.

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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: April 25, 2003

/s/ Stuart A. Miller

Stuart A. Miller

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