

Edgar Filing: SIMPLOT J R - Form SC 13D/A

SIMPLOT J R
Form SC 13D/A
October 15, 2004

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

AMENDMENT NO. 4
to
SCHEDULE 13D

Under the
Securities Exchange Act of 1934

REMINGTON OIL & GAS CORPORATION

(Name of Issuer)

Common Stock (\$.01 par value)

(Title of Class of Securities)

759594302

(CUSIP Number)

Nicholas G. Miller
Hawley Troxell Ennis & Hawley LLP
P.O. Box 1617
Boise, Idaho 83701
Telephone: (208) 344-6000

(Names, addresses and telephone numbers of persons
authorized to receive notices and communications)

September 1, 2004

(Date of event which requires
filing of this Statement)

Page 1 of 10

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 statement because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: []

1) Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

J.R. Simplot/J.R. Simplot Self-Declaration of Revocable Trust;
518-34-0145

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

Edgar Filing: SIMPLOT J R - Form SC 13D/A

(b)

- 3) SEC Use Only
- 4) Source of Funds
- 5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
- 6) Citizenship or Place of Organization

US

Number of Shares Beneficially Owned by Each Reporting Person With:	7)	Sole Voting Power	0
	8)	Shared Voting Power	886,333
	9)	Sole Dispositive Power	0
	10)	Shared Dispositive Power	886,333

- 11) Aggregate Amount Beneficially Owned by Each Reporting Person

886,333 shares

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

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

3.2%

Page 2 of 10

- 14) Type of Reporting Person

IN

- 1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only).

JRS Properties III L.P., EIN: 82-0514634

- 2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b)

- 3) SEC Use Only
- 4) Source of Funds
00
- 5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
- 6) Citizenship or Place of Organization

US

Edgar Filing: SIMPLOT J R - Form SC 13D/A

Number of Shares Beneficially Owned by Each Reporting Person With:	7)	Sole Voting Power	4,592,595
	8)	Shared Voting Power	0
	9)	Sole Dispositive Power	4,592,595
	10)	Shared Dispositive Power	0

11) Aggregate Amount Beneficially Owned by Each Reporting Person

4,592,595 shares

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

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

16.7%

Page 3 of 10

14) Type of Reporting Person

PN

1) Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

This Amendment No. 4 amends the Schedule 13D originally filed on September 2, 1997 (the "Schedule 13D"), as previously amended by Amendment No. 1 to the Schedule 13D filed on December 28, 1998, Amendment No. 2 to the Schedule 13D filed on January 2, 2002, and Amendment No. 3 to the Schedule 13D filed January 21, 2003 ("Amendment No. 3"). The Schedule 13D relates to the Common Stock, par value \$.01 per share (the "Common Stock") of Remington Oil & Gas Corporation, a Delaware corporation (the "Issuer").

The purpose of this Amendment No. 4 is to report (i) gifts of Common Stock by JRS Properties L.P. ("JRS Properties") to the J.R. Simplot Foundation, Inc. (the "Foundation") and (ii) the consolidation, without a change in pecuniary ownership, of JRS Properties and JRS Properties III L.P. ("JRS Properties III") and their respective general partners through which Mr. Simplot and the Trust hold the Common Stock, and (iii) certain changes in management of JRS Management L.L.C. ("JRS Management") that affect beneficial ownership as defined in Rule 13d-3(a). Except as expressly set forth in this Amendment No. 4, the Schedule 13D (as previously amended) remains in effect.

Item 1. Security and Issuer.

The class of securities to which this Schedule 13D relates is the Common Stock of the Issuer.

Item 2. Identity and Background.

This Amendment No. 4 is being filed on behalf of the following Reporting Persons:

1) The J.R. Simplot Self-Declaration of Revocable Trust dated December 21, 1989 (the "Trust") and J.R. Simplot ("Mr. Simplot"). Mr. Simplot

Edgar Filing: SIMPLOT J R - Form SC 13D/A

shares voting and dispositive power for the 885,333 shares of Common Stock held by the Foundation, an Idaho nonprofit corporation of which Mr. Simplot is a director. Its principal office is located at 999 Main Street, Boise, Idaho, 83702. The directors and executive officers of the Foundation, their principal occupations and their business addresses are as follows:

Page 4 of 10

Name	Principal Occupation	Business Address
J.R. Simplot	Chairman Emeritus	999 Main Street Boise, Idaho 83702
John Edward ("Ted") Simplot	Director/J.R. Simplot Company	999 Main Street Boise, Idaho 83702
Scott R. Simplot	Chairman/J.R. Simplot Company	999 Main Street Boise, Idaho 83702
Don J. Simplot	Director/J.R. Simplot Company	999 Main Street Boise, Idaho 83702
Gay Simplot	Director/J.R. Simplot Company	999 Main Street Boise, Idaho 83702

During the last five years, none of the Directors has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, and has not been 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.

2) JRS Properties III. The Trust holds approximately 88% of the limited partnership interest in JRS Properties III. The general partner of JRS Properties III is JRS Management. Effective September 1, 2004, the managers of JRS Management, and their identity and background information, are as follows:

Page 5 of 10

Name	Principal Occupation	Business Address
Scott R. Simplot	Chairman/J.R. Simplot Company	999 Main Street Boise, Idaho 83702
Stephen Beebe	Retired President, J.R. Simplot Company	999 Main Street Boise, Idaho 83702

During the last five years, neither of the above managers of JRS Management has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, and has not been 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

Edgar Filing: SIMPLOT J R - Form SC 13D/A

violation with respect to such laws. Both of the managers are U.S. citizens.

JRS Management is controlled by its members through the power to elect the managers. The members of JRS Management and their identity and background information are as follows:

- a) The Trust;
- b) JRS Properties III (interest will be eliminated in consolidation);
and
- c) J.R. Simplot Company, a Nevada corporation. The J.R. Simplot Company is a privately held, diversified agri-business and natural resources company with its principal place of business located at 999 Main Street, Boise, Idaho. The J.R. Simplot Company is owned by descendants of Mr. Simplot. The directors and executive officers of the J.R. Simplot Company are as follows:

Page 6 of 10

A. Directors

Name	Principal Occupation	Business Address
Scott R. Simplot	Chairman, J.R. Simplot Company	999 Main Street Boise, Idaho 83702
A. Dale Dunn	Retired	999 Main Street Boise, Idaho 83702
Don J. Simplot	Director/J.R. Simplot Company	999 Main Street Boise, Idaho 83702
Gay C. Simplot	Director/J.R. Simplot Company	999 Main Street Boise, Idaho 83702
Stephen A. Beebe	Retired	999 Main Street Boise, Idaho 83702
John Edward Simplot	Director/J.R. Simplot Company	999 Main Street Boise, Idaho 83702
Joseph W. Marshall	Retired	999 Main Street Boise, Idaho 83702
Richard M. Hormaechea	Business Executive	999 Main Street Boise, Idaho 83702
Lawrence S. Hlobik	President & CEO, J.R. Simplot Company	999 Main Street Boise, Idaho 83702
Debbie S. McDonald	Director/J.R. Simplot Company	999 Main Street Boise, Idaho 83702
Robert J. Lane	Retired	999 Main Street Boise, Idaho 83702

Page 7 of 10

B. Executive Officers

Edgar Filing: SIMPLOT J R - Form SC 13D/A

Lawrence S. Hlobik	President & CEO, J.R. Simplot Company	999 Main Street Boise, Idaho 83702
Annette G. Elg	Sr. Vice President and Chief Financial Officer, J.R. Simplot Company	999 Main Street Boise, Idaho 83702
William J. Whitacre	Sr. Vice President/J.R. Simplot Company	418 S. 9th Street, Ste. 308, Boise, Idaho 83702
Terry T. Uhling	Sr. Vice President and Secretary, J.R. Simplot Company	999 Main Street Boise, Idaho 83702
Thomas J. Sorge	Vice President and Treasurer, J.R. Simplot Company	999 Main Street Boise, Idaho 83702

During the last five years, none of the above officers and directors of J.R. Simplot Company has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, and has not been 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. n/a

Item 4. Purpose of the Transaction. n/a

Item 5. Interest in Securities of the Issuer.

(a) As disclosed in Amendment No. 3 to the Schedule 13D, JRS Properties owned and had voting and investment power with respect to 2,722,900 Shares of Common Stock. Subsequently, JRS Properties sold Common Stock aggregating 30,000 shares, as reported in Form 4 filed February 13, 2003, and JRS Properties transferred by gift 52,000 shares to the Foundation, as reported in Form 4 filed December 29, 2003. On September 1, 2004, JRS Properties transferred by gift to the Foundation 833,333 shares of Common Stock. Subsequent to these sales and gifts, JRS Properties owned voting and investment power with respect to 1,807,567 shares of Common Stock, including 950,000 shares subject to certain previously-reported variable share forward sale contracts.

Page 8 of 10

On September 1, 2004, after the gift reported in this Item 5(a), JRS Properties merged into JRS Properties III, with JRS Properties III remaining as the surviving entity (the "Merger"). As a result of the Merger, all 1,807,567 shares of Common Stock owned by JRS Properties became owned by JRS Properties III. Adding these shares to the 2,785,028 shares already owned by JRS Properties III results in JRS Properties III owning 4,592,595 shares of Common Stock.

Concurrently with the Merger, the surviving general partner of the two limited partnerships was JRS Management. JRS Management is now the general

Edgar Filing: SIMPLOT J R - Form SC 13D/A

partner of JRS Properties III. On September 1, 2004, JRS Management filed an amendment to its articles of organization with the Idaho Secretary of State pursuant to which the managers described above in Item 2 became the managers.

As a result of these transactions:

(1) JRS Properties III beneficially owns and has voting and investment power with respect to 4,592,595 shares of Common Stock, representing 16.7% of the outstanding Common Stock.

(2) Mr. Simplot shares with Mrs. Simplot voting and investment power with respect to 1000 shares of Common Stock, representing .0036% of the outstanding Common Stock.

(3) Mr. Simplot shares with the other directors of the Foundation voting and investment power with respect to the 885,333 shares of Common Stock held by the Foundation, representing 3.2% of the outstanding Common Stock.

(b) (c) See Item 5(a).

(d - e) n/a

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of Issuer. n/a

Item 7. Material to be filed as Exhibits. n/a

Page 9 of 10

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify the information set forth in this statement is true, complete and correct.

The J.R. Simplot
Self-Declaration of Revocable Trust

Date: October 13, 2004

By /s/ J.R. Simplot, Trustee

J.R. Simplot, Trustee

By /s/ Ronald Graves

Ronald N. Graves, Attorney-in-Fact

Date: October 13, 2004

/s/ J.R. Simplot

J.R. Simplot

By /s/ Ronald Graves

Ronald N. Graves, Attorney-in-Fact

JRS Properties III L.P.,

Edgar Filing: SIMPLOT J R - Form SC 13D/A

an Idaho Limited Partnership,

by its Sole General Partner

JRS Management L.L.C.

an Idaho Limited Liability Company

By /s/ Stephen A. Beebe

Stephen A. Beebe, Manager

Date: October 13, 2004

By /s/ Scott R. Simplot

Scott R. Simplot, Manager

Page 10 of 10