

CAMPBELL THOMAS J
Form SC 13D/A
February 07, 2013

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

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Michael Baker Corporation
(Name of Issuer)

Common stock, par value \$1.00 per share
(Title of Class of Securities)

057149106
(CUSIP Number)

**Thomas J. Campbell
c/o DC Capital Partners
11 Canal Center Plaza, Suite 350
Alexandria, VA 22314
(202) 737-5220**

with a copy to:

Kevin J. Lavin

**Arnold & Porter LLP
555 Twelfth Street, N.W.
Washington, D.C. 20004**

(202) 942-5000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 31, 2013

(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 §§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. See Rule 13d-7 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.

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).

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|---|--|
| 1 | NAMES OF REPORTING PERSONS Thomas J. Campbell |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) .. (b) .. |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS (See Instructions) PF |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS .. IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States |
| | 7 SOLE VOTING POWER 498,121 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 SHARED VOTING POWER 0 |
| | 9 SOLE DISPOSITIVE POWER 498,121 |
| | 10 SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 498,121 |

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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
5.18%

14 TYPE OF REPORTING
PERSON (See Instructions)
IN

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Item 1. Security and Issuer.

This statement constitutes Amendment No. 2 to the Schedule 13D relating to the Common Stock, par value \$1.00 per share (the "Shares") of Michael Baker Corporation (the "Issuer") and hereby amends the Schedule 13D filed with the Securities and Exchange Commission ("SEC") on July 18, 2012 and the Schedule 13D/A filed with the SEC on December 19, 2012 (collectively, the "Schedule 13D"), on behalf of the Reporting Person (as defined in the Schedule 13D), to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

The Reporting Person and the Issuer are engaging in preliminary discussions regarding possible strategic alternatives for the Issuer proposed by the Reporting Person. The Issuer and Gladiator Holdco LLC ("Gladiator"), an entity affiliated with the Reporting Person, have entered into a Confidentiality Agreement (see Item 6 below).

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Gladiator entered into a Confidentiality Agreement, dated as of January 31, 2013 (the "Confidentiality Agreement"), with the Issuer pursuant to which the Issuer will make available to Gladiator, as well as certain representatives and affiliates of the Reporting Person, certain nonpublic information regarding the Issuer. The Confidentiality Agreement continues through January 31, 2015, and contains, among other things, certain standstill provisions that apply to the Reporting Person and certain of his representatives and affiliates. The standstill provisions prohibit the Reporting Person from, among other things, acquiring additional shares of the Issuer's common stock, entering into agreements regarding or soliciting proxies in connection with an acquisition of the Issuer, and seeking to influence the management of the Issuer in connection with any strategic alternatives. The standstill provisions terminate on March 31, 2014, but under certain circumstances, certain of these provisions may terminate before March 31, 2014.

The foregoing description of the Confidentiality Agreement is qualified in its entirety by the Confidentiality Agreement, a copy of which is attached hereto as Exhibit 99.5 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Exhibit Document

99.5 Confidentiality Agreement, dated as of January 31, 2013, between Michael Baker Corporation and Gladiator Holdco LLC

SIGNATURE

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: February 7, 2013

/s/ Thomas J. Campbell*
Thomas J. Campbell

*By Kevin J. Lavin, attorney-in-fact

Exhibit Index

Exhibit Document

99.5 Confidentiality Agreement, dated as of January 31, 2013, between Michael Baker Corporation and Gladiator Holdco LLC