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Form SC 13G/A
February 14, 2003

OMB APPROVAL

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3) *

BASF AG
(Name of Issuer)

ORDINARY SHARES
(Title of Class of Securities)

055262505
(CUSIP Number)

DECEMBER 31, 2002
Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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).

SCHEDULE 13G

CUSIP NO. 055262505

PAGE 2 OF 9 PAGES

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1. NAME OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Allianz Aktiengesellschaft
FEIN 98-0122343

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) | |
(b) | |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Federal Republic of Germany

5. SOLE VOTING POWER

35,965,609

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

35,965,609

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,965,609

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

Not applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.3%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP NO. 055262505

PAGE 3 OF 9 PAGES

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1. NAME OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Allianz Lebensversicherungs-AG

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) | |

(b) | |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Federal Republic of Germany

5. SOLE VOTING POWER

25,465,062

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

25,465,062

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,465,062

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

Not applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.5%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

ITEM 1

(a). NAME OF ISSUER:

BASF AG

(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

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Carl-Bosch-Strasse 38, 67056 Ludwigshafen, Federal Republic of Germany

ITEM 2.

(a). NAME OF PERSON FILING:

Allianz Aktiengesellschaft

Allianz Lebensversicherungs-AG

(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Allianz Aktiengesellschaft, Koniginstrasse 28, 80802 Munich, Federal Republic of Germany

Allianz Lebensversicherungs-AG, Reinsburgstrasse 19, 70178 Stuttgart, Federal Republic of Germany

(c). CITIZENSHIP:

See Item 4 on page 2.

See Item 4 on page 3.

(d). TITLE OF CLASS OF SECURITIES:

The title of the securities is ordinary shares, which may also include securities held in the form of American Depositary Receipts (the "Ordinary Shares").

(e). CUSIP NUMBER:

055262505

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a). | | Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b). | | Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c). | | Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d). | | Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e). | | An investment advisor in accordance with Section 240.13d-1(b)(1)(ii)(E).
- (f). | | An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
- (g). | | A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).
- (h). | | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

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(i). | | A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j). | | Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See Item 9 on page 2.

See Item 9 on page 3.

(b) Percent of class:

See Item 11 on page 2.

See Item 11 on page 3.

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote:

See Item 5 on page 2.

See Item 5 on page 3.

(ii) Shared power to vote or direct the vote:

See Item 6 on page 2.

See Item 6 on page 3.

(iii) Sole power to dispose or direct the disposition of:

See Item 7 on page 2.

See Item 7 on page 3.

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 on page 2.

See Item 8 on page 3.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following |X|.

Alianz Lebensversicherungs-AG has ceased to be the beneficial owner of more than five percent of the Ordinary Shares.

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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Certain of the Ordinary Shares are held in a fiduciary capacity for third parties. Allianz Aktiengesellschaft and Allianz Lebensversicherungs-AG disclaim beneficial ownership of such Ordinary Shares.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Allianz Aktiengesellschaft and the following subsidiaries of Allianz Aktiengesellschaft hold Ordinary Shares of BASF AG: Allianz Lebensversicherungs-AG, Dresdner Bank Aktiengesellschaft and other Allianz Aktiengesellschaft subsidiaries, each of which such other Allianz Aktiengesellschaft subsidiaries holds less than one percent (1%) of the Ordinary Shares of BASF AG.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF THE MEMBERS OF THE GROUP.

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATIONS.

Not applicable

SIGNATURE

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

FEBRUARY 14, 2003

Date

ALLIANZ AKTIENGESELLSCHAFT

/s/ Peter Hemeling

Signature

Dr. Peter Hemeling/
Prokurist

Name/Title

/s/ Matthias J. Seewald

Signature

Matthias J. Seewald/

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Prokurist

Name/Title

ALLIANZ
LEBENSVERSICHERUNGS-
AKTIENGESELLSCHAFT

/s/ Andreas Gruber

Signature

Dr. Andreas Gruber/
Prokurist

Name/Title

/s/ Ulrike Hummel

Signature

Dr. Ulrike Hummel/
Prokurist

Name/Title