

BERKSHIRE HATHAWAY INC
Form SC 13D/A
January 28, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13D/A

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(a)

(Amendment No. 7)¹

THE GILLETTE COMPANY

(Name of Issuer)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE

(Title of Class of Securities)

375766102

(CUSIP Number)

MARC D. HAMBURG

BERKSHIRE HATHAWAY INC.

1440 KIEWIT PLAZA

OMAHA, NEBRASKA 68131

(402) 346-1400

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

January 27, 2005

(Date of Event Which Requires Filing of this Statement)

If the 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 Rule 13d-1(e), 13d-1(f) or 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.

¹ 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 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 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Berkshire Hathaway Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 98,980,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

98,980,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

98,980,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

9.99685% (see Item 5)

14 TYPE OF REPORTING PERSON*

HC, CO

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

OBH, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 98,980,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

98,980,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

98,980,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

9.99685% (see Item 5)

14 TYPE OF REPORTING PERSON*

HC, CO

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

National Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 62,980,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

62,980,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,980,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

6.36090% (see Item 5)

14 TYPE OF REPORTING PERSON*

IC

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

GEICO Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,980,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

2,980,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,980,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.30098% (see Item 5)

14 TYPE OF REPORTING PERSON*

HC, CO

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Government Employees Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,980,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

2,980,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,980,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.30098% (see Item 5)

14 TYPE OF REPORTING PERSON*

IC

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

National Fire and Marine Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6,400,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

6,400,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,400,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.64639% (see Item 5)

14 TYPE OF REPORTING PERSON*

IC

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Columbia Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 20,800,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

20,800,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,800,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

2.10077% (see Item 5)

14 TYPE OF REPORTING PERSON*

IC

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

BH Columbia Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 20,800,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

20,800,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,800,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

2.10077% (see Item 5)

14 TYPE OF REPORTING PERSON*

HC, CO

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

National Liability & Fire Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 800,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

800,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

800,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

.08080% (see Item 5)

14 TYPE OF REPORTING PERSON*

IC

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cypress Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,600,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

1,600,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,600,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.16160% (see Item 5)

14 TYPE OF REPORTING PERSON*

IC

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Wesco Financial Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6,400,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

6,400,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,400,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.64639% (see Item 5)

14 TYPE OF REPORTING PERSON*

CO

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Wesco Holdings Midwest, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6,400,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

6,400,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,400,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.64639% (see Item 5)

14 TYPE OF REPORTING PERSON*

CO

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Blue Chip Stamps

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6,400,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

6,400,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,400,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.64639% (see Item 5)

14 TYPE OF REPORTING PERSON*

CO

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Wesco-Financial Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska corporation

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6,400,000 (see Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

6,400,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,400,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.64639% (see Item 5)

14 TYPE OF REPORTING PERSON*

IC

* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Warren E. Buffett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, PF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. citizen

7 SOLE VOTING POWER

| | |
|--------------|-----------------------------|
| NUMBER OF | 0 (see Item 5) |
| <hr/> | |
| SHARES | 8 SHARED VOTING POWER |
| BENEFICIALLY | |
| OWNED BY | 98,980,000 (see Item 5) |
| <hr/> | |
| EACH | 9 SOLE DISPOSITIVE POWER |
| REPORTING | |
| PERSON | 0 (see Item 5) |
| <hr/> | |
| WITH | 10 SHARED DISPOSITIVE POWER |

98,980,000 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

98,980,000 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

9.99685% (see Item 5)

14 TYPE OF REPORTING PERSON*

IN

* See instructions before filling out!

This Amendment No. 7 is filed with respect to the Common Stock of The Gillette Company (Gillette).

Item 2 of this Schedule 13D is amended to add the following:

This Schedule 13D is filed by the following additional entities:

GEICO Corporation, a Delaware corporation, which is a holding company engaged through its subsidiaries in the private passenger automobile insurance business.

Government Employees Insurance Company, a Maryland corporation, the principal business of which is private passenger automobile insurance.

The business address of GEICO Corporation and Government Employees Insurance Company is One GEICO Plaza, Washington D.C. 20006.

Item 3 of this Schedule 13D is amended to add the following:

The Berkshire Entities used internally generated funds to fund all purchases of Gillette Common Stock reported in Amendment No. 7 to this Schedule 13D.

Item 4 of this Schedule 13D is amended to add the following:

In connection with the announcement on January 28, 2005 of the proposed merger (the Merger) of Gillette with a subsidiary of The Proctor & Gamble Company (Proctor & Gamble), Berkshire Hathaway announced its intention to acquire enough shares of Gillette and/or Proctor & Gamble so that by the time the Merger is closed, the Berkshire Entities will own 100 million shares of Proctor & Gamble Common Stock. Based on the exchange ratio in the Merger, the shares of Gillette Common Stock owned by the Berkshire Entities at the time of such announcement, together with shares of Gillette Common Stock acquired by the Berkshire Entities on January 28, 2005, represent the equivalent of 96,505,500 shares of Proctor & Gamble Common Stock.

In connection with the Merger, Gillette and Berkshire Hathaway also executed a letter agreement, dated January 27, 2005, pursuant to which the Purchase Agreement, as amended by the Amendment Letter, and all rights and obligations of the parties thereunder, shall terminate as of the consummation of the Merger. A copy of this letter agreement is attached hereto as Exhibit G and incorporated by reference herein.

Item 5 of this Schedule 13D is amended to replace sections (a)-(b), and (c) with the following:

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(a)-(b) The following table sets forth the aggregate number of shares of Common Stock held of record by each Reporting Person and the approximate percentage of the outstanding Common Stock such shares represent:

| <u>Reporting Person</u> | <u>Shares</u> | <u>Approximate Percentage²</u> |
|--|-------------------|---|
| NICO | 60,000,000 | 6.05992% |
| NFMIC | 6,400,000 | 0.64639% |
| Columbia | 20,800,000 | 2.10077% |
| NLFIC | 800,000 | 0.08080% |
| Cypress | 1,600,000 | 0.16160% |
| WFIC | 6,400,000 | 0.64639% |
| Government Employees Insurance Company | 2,980,000 | 0.30098% |
| Total | 98,980,000 | 9.99685% |

Reporting Persons not listed in the table above do not hold any Common Stock of record. However, such Reporting Persons may be deemed to beneficially own some or all of the Common Stock listed in the table above by virtue of their ownership or control of the Reporting Persons which hold Common Stock of

² Calculation of percentage ownership herein is based on 990,111,879 shares of Common Stock outstanding as of January 25, 2005, as reported to Berkshire Hathaway by Gillette.

record and National Indemnity Company may be deemed to beneficially own the Common Stock owned of record by Government Employees Insurance Company.³ In particular, each Reporting Person listed in the table above may be deemed to share voting and dispositive power over the shares of Common Stock held of record by such Reporting Person with each other Reporting Person that is within the same chain of ownership or control of such Reporting Person.

Berkshire, as the ultimate parent of the Berkshire Entities, thus may be deemed to beneficially own, and may be deemed to share voting and dispositive power over, in the aggregate, 98,980,000 shares of Common Stock, or approximately 9.99685% of the outstanding Common Stock.

Because Mr. Buffett may be deemed to control Berkshire, he may be deemed to beneficially own, and may be deemed to share voting and dispositive power over, the 98,980,000 shares of Common Stock that may be deemed to be beneficially owned by Berkshire. Accordingly, Mr. Buffett may be deemed to beneficially own, in the aggregate, 98,980,000 shares of Common Stock, or approximately 9.99685% of the outstanding Common Stock.

Other than as set forth above, none of the Reporting Persons beneficially own any Common Stock.

Berkshire is requesting current Gillette Common Stock ownership and transaction information from the executive officers and directors of the Reporting Persons and expects to file an amendment to this Schedule 13D to reflect the information it obtains.

(c) Government Employees Insurance Company acquired 2,980,000 shares of Gillette Common Stock on January 28, 2005 through open-market purchases. The prices at which those shares were purchased are as follows:

| <u>SHARES</u> | <u>PRICE</u> |
|---------------|--------------|
| 54,000 | 50.20 |
| 7,500 | 50.25 |
| 501,100 | 50.40 |
| 80,000 | 50.90 |
| 20,000 | 50.95 |
| 200,000 | 51.00 |
| 20,000 | 51.01 |
| 75,000 | 51.05 |
| 25,000 | 51.07 |
| 50,000 | 51.08 |
| 252,000 | 51.10 |
| 90,000 | 51.12 |
| 55,000 | 51.15 |
| 139,300 | 51.20 |
| 165,000 | 51.25 |

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| | |
|---------|-------|
| 125,000 | 51.30 |
| 106,000 | 51.35 |
| 43,700 | 51.37 |
| 185,000 | 51.40 |
| 65,000 | 51.41 |
| 375,000 | 51.45 |
| 96,300 | 51.50 |
| 100,000 | 51.60 |
| 150,100 | 51.75 |

No other Reporting Person acquired any shares of Gillette Common Stock during the past 60 days.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|--|
| G | Letter Agreement, dated January 27, 2005, between Gillette and Berkshire Hathaway, providing for the termination of the Purchase Agreement and the Amendment Letter. |

³ As mentioned previously in Item 1 hereof, (i) WFIC is wholly owned subsidiary of Wesco Holdings; (ii) Wesco Holdings is a wholly owned subsidiary of Wesco; (iii) Wesco is an 80.1%-owned subsidiary of Blue Chip; (iv) Columbia is a wholly owned subsidiary of BH Columbia; (v) each of Blue Chip, BH Columbia, NICO, NFMIC, NLFIC and Cypress is a wholly owned subsidiary of OBH; (vi) OBH is a wholly owned subsidiary of Berkshire; (vii) Government Employees Insurance Company is a majority owned subsidiary of National Indemnity Company and (v) Mr. Buffett may be deemed to control Berkshire.

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: January 28, 2005

BERKSHIRE HATHAWAY INC.

By: /s/ MARC D. HAMBURG

Name: Marc D. Hamburg
Title: Vice President

NATIONAL INDEMNITY COMPANY

By: /s/ MARK MILLARD

Name: Mark Millard
Title: Assistant Secretary

CYPRESS INSURANCE COMPANY

By: /s/ RODNEY ELDRED

Name: Rodney Eldred
Title: Vice President

BH COLUMBIA INC.

By: /s/ MARC D. HAMBURG

Name: Marc D. Hamburg
Title: President

BLUE CHIP STAMPS

By: /s/ JEFFREY L. JACOBSON

Name: Jeffrey L. Jacobson
Title: Vice President

WESCO HOLDINGS MIDWEST, INC.

By: /s/ MARK MILLARD

Name: Mark Millard
Title: Assistant Secretary

WARREN E. BUFFETT**OBH, INC.**

By: /s/ MARC D. HAMBURG

Name: Marc D. Hamburg
Title: Vice President

NATIONAL FIRE AND MARINE INSURANCE COMPANY

By: /s/ MARK MILLARD

Name: Mark Millard
Title: Assistant Secretary

COLUMBIA INSURANCE COMPANY

By: /s/ MARK MILLARD

Name: Mark Millard
Title: Assistant Secretary

NATIONAL LIABILITY & FIRE INSURANCE COMPANY

By: /s/ MARK MILLARD

Name: Mark Millard
Title: Assistant Secretary

WESCO FINANCIAL CORPORATION

By: /s/ JEFFREY L. JACOBSON

Name: Jeffrey L. Jacobson
Title: Vice President

WESCO-FINANCIAL INSURANCE COMPANY

By: /s/ MARK MILLARD

Name: Mark Millard
Title: Assistant Secretary

GOVERNMENT EMPLOYEES INSURANCE COMPANY

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/s/ WARREN E. BUFFETT

By: /s/ CHARLES R. DAVIES

Name: Charles R. Davies

GEICO CORPORATION

Title: Senior Vice President

By: /s/ CHARLES R. DAVIES

Name: Charles R. Davies

Title: Senior Vice President

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|---|
| G | Letter Agreement, dated January 27, 2005, between Gillette and Berkshire, providing for the termination of the Purchase Agreement and the Amendment Letter. |