

Edgar Filing: WITMER ASSET MANAGEMENT - Form SC 13G/A

WITMER ASSET MANAGEMENT  
Form SC 13G/A  
November 27, 2002

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

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2) \*

Stage Stores, Inc.  
(Name of Issuer)

Shares of Common stock, par value \$.01 per share  
(Title of Class of Securities)

85254C305  
(CUSIP Number)

November 22, 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).

CUSIP NO. 85254C305	Page 2 of 9 Pages
---------------------	-------------------

1 NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Witmer Asset Management 13-3735486

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/>
	(b) <input checked="" type="checkbox"/>

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER  
0

Edgar Filing: WITMER ASSET MANAGEMENT - Form SC 13G/A

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 952,760 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 952,760

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 952,760

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.9%

12 TYPE OF REPORTING PERSON\* OO

CUSIP NO. 85254C305

Page 3 of 9 Pages

1 NAMES OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Charles H. Witmer

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

5 SOLE VOTING POWER 9,000 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 955,760 7 SOLE DISPOSITIVE POWER 9,000 8 SHARED DISPOSITIVE POWER 955,760

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 981,960

Edgar Filing: WITMER ASSET MANAGEMENT - Form SC 13G/A

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

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

5.1%

12 TYPE OF REPORTING PERSON\*

IN

CUSIP NO. 85254C305

Page 4 of 9 Pages

1 NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Meryl B. Witmer

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

	5	SOLE VOTING POWER	17,200
NUMBER OF			
SHARES	6	SHARED VOTING POWER	955,760
BENEFICIALLY			
OWNED BY			
EACH	7	SOLE DISPOSITIVE POWER	17,200
REPORTING			
PERSON	8	SHARED DISPOSITIVE POWER	955,760
WITH			

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

981,960

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

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

5.1%

12 TYPE OF REPORTING PERSON\*

IN

Edgar Filing: WITMER ASSET MANAGEMENT - Form SC 13G/A

CUSIP NO. 85254C305  
-----

Page 5 of 9 Pages  
-----

ITEM 1. NAME OF ISSUER

(a) Name of Issuer:

Stage Stores, Inc.

(b) Address of Issuer's Principal Executive Offices:

1201 Main Street  
Houston, Texas 77025

ITEM 2. NAME OF PERSON FILING

(a) Name:

Witmer Asset Management  
Charles H. Witmer  
Meryl B. Witmer

(b) Address of Principal Business Office:

237 Park Avenue, Suite 800  
New York, New York 10017

(c) Citizenship:

Witmer Asset Management is a limited liability company and organized under the laws of the State of Delaware. Charles H. Witmer and Meryl B. Witmer are United States citizens.

(d) Title of Class of Securities:

Shares of Common stock, par value \$.01 per share

(e) CUSIP Number:

85254C305

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

- (a)  Broker or dealer registered under Section 15 of the Act.
- (b)  Bank as defined in section 3(a)(6) of the Act.
- (c)  Insurance company as defined in section 3(a)(19) of the Act.
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940.
- (e)  An investment adviser in accordance with ss. 240.13(d)-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with ss. 240.13d-1(b)(ii)(G)

-----  
CUSIP NO. 85254C305  
-----

-----  
Page 6 of 9 Pages  
-----

- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

Edgar Filing: WITMER ASSET MANAGEMENT - Form SC 13G/A

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

ITEM 4. OWNERSHIP.

(a) Amount Beneficially Owned:

Witmer Asset Management 952,760 shares  
Charles H. Witmer 981,960 shares  
Meryl B. Witmer 981,960 shares

(b) Percent of Class:

Witmer Asset Management 4.9%  
Charles H. Witmer 5.1%  
Meryl B. Witmer 5.1%

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

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

Witmer Asset Management 0 shares  
Charles H. Witmer 9,000 shares  
Meryl B. Witmer 17,200 shares

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

Witmer Asset Management 952,760 shares  
Charles H. Witmer 955,760 shares  
Meryl B. Witmer 955,760 shares

(iii) sole power to dispose or to direct the disposition of.

Witmer Asset Management 0 shares  
Charles H. Witmer 9,000 shares  
Meryl B. Witmer 17,200 shares

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

Witmer Asset Management 952,760 shares  
Charles H. Witmer 955,760 shares  
Meryl B. Witmer 955,760 shares

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:

Witmer Asset Management is no longer the beneficial owner of more than 5%.

-----  
CUSIP NO. 85254C305  
-----

-----  
Page 7 of 9 Pages  
-----

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

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE

Edgar Filing: WITMER ASSET MANAGEMENT - Form SC 13G/A

SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBER OF THE GROUP

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable

ITEM 10. CERTIFICATION

The following certification shall be included if the statement is filed pursuant to ss. 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

EXHIBITS

EXHIBIT 1            Joint Filing Agreement dated November 27, 2002 between  
Witmer Asset Management, Charles H. Witmer and Meryl B.  
Witmer.

-----  
CUSIP NO. 85254C305  
-----

-----  
Page 8 of 9 Pages  
-----

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: November 27, 2002

Witmer Asset Management

/s/ Charles H. Witmer \*

-----  
Name: Charles H. Witmer  
Title: Member

Dated: November 27, 2002

/s/ Charles H. Witmer \*

-----  
Charles H. Witmer

Dated: November 27, 2002

/s/ Meryl B. Witmer \*

-----  
Meryl B. Witmer

\* The reporting persons hereby disclaim beneficial ownership over the shares reported on this 13G to the extent of their pecuniary interest therein.

-----  
CUSIP NO. 85254C305  
-----

-----  
Page 9 of 9 Pages  
-----

EXHIBIT 1

JOINT FILING STATEMENT

STATEMENT PURSUANT TO RULE 13D-1(K) (1)

The undersigned hereby consent and agree to file a joint statement on Schedule 13G Amendment No. 2 under the Securities Exchange Act of 1934, as amended, with respect to shares of common stock of Stage Stores, Inc. beneficially owned by them, together with any or all amendments thereto, when and if appropriate. The parties hereto further consent and agree to file this Statement Pursuant to Rule 13d-1(k)(1)(iii) as an exhibit to Schedule 13G, thereby incorporating the same into such Schedule 13G.

Dated: November 27, 2002

Witmer Asset Management

/s/ Charles H. Witmer  
-----

Name: Charles H. Witmer  
Title: Member

Dated: November 27, 2002

/s/ Charles H. Witmer  
-----

Charles H. Witmer

Dated: November 27, 2002

/s/ Meryl B. Witmer  
-----

Meryl B. Witmer