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ROCKY SHOES & BOOTS INC

Form SC 13D/A

February 05, 2004

United States
Securities and Exchange Commission
Washington DC 20549

Schedule 13D/A
Amendment No. 3

Under the Securities and Exchange Act of 1934

Rocky Shoes & Boots, Inc.
(Name of Issuer)

Common Stock (No Par Value)
Title of Class of Securities

774830103 (CUSIP Number)

Thomas G. Berlin
37500 Eagle Road Willoughby Hills, OH 44094
(440) 951-2655
Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

November 5, 2003
(Date of Event Which Requires Filing of this Statement)

If this filing person has previously filed a statement on Schedule 13G to report this acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box / /.

Note: Six copies of this statement, including all exhibits should be filed with the Commission. See Rule 13d-1 (a) 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 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).

| | | |
|---|--------------------------|------------------|
| 1 | Name of Reporting Person | Thomas G. Berlin |
| 2 | If a member group | a) / / b) /X/ |
| 3 | SEC Use only | |
| 4 | Source of Funds | AF, PF |
| 5 | Check if Disclosure | |
| 6 | Citizenship | USA |

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| | | | |
|---|---|--------------------|---------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting | 0 |
| | 8 | Shared Voting | 170,119 |
| | 9 | Sole Dispositive | 0 |
| | 10 | Shared Dispositive | 170,119 |
| 11 | Aggregate Amount Beneficially owned | | 170,119 |
| 12 | Check if Aggregate Amount (11) Excludes Certain Shares | | |
| 13 | Percent of Class Represented by amount in row (11) 4.0% | | |
| 14 | Type of Reporting Person | IA, IN, OO | |

Item 1. Security and Issuer

CUSIP 774830103

Rocky Shoes & Boots, Inc.
39 East Canal Street
Nelsonville, Ohio 45764

(740) 753-1951

Item 2. Identity and Background.
No change from Amendment No. 2.

Item 3. Source and Amount of Funds or Other Consideration.

Capital Shares (as defined in Item 4) were purchased using funds of Berlin Capital Growth, L.P. The Reporting Person is the managing member of the General Partner of Berlin Capital Growth, L.P.

The Jack Cover and Jim George Shares (as defined in Item 4) were purchased using funds of certain of the Reporting Person's advisory clients other than Berlin Capital Growth, L.P.

TGB Shares (as defined in Item 4) were purchased using the Reporting Person's own funds.

Item 4. Purpose of Transaction.

The Reporting Person purchased and sold certain shares (the "Capital Shares") in his capacity as the managing member of the General Partner of Berlin Capital Growth, L.P. and for the account of Berlin Capital Growth, L.P. Capital Shares were purchased and sold solely for investment purposes.

The Reporting Person purchased and sold certain shares (the "Jack Cover and Jim George Shares") in his capacity as an investment adviser to, and for the

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accounts of, the Jack Cover IRA and Jim George, each of which is an advisory client of the Reporting Person. Client Shares were purchased and sold solely for investment purposes in the amounts indicated below.

The Reporting Person purchased and sold certain shares (the "TGB Shares") for his own account and solely for investment purposes.

Item 5. Interest in Securities of the Issuer

(a) The aggregate amount owned by the Reporting Person is 170,119 shares or 4.0 % of the outstanding shares.

(b)

| | Shares | Percentage |
|--------------------------|---------|------------|
| Sole Voting Power | 0 | 0% |
| Shared Voting Power | 170,119 | 4% |
| Sole Dispositive Power | 0 | 0% |
| Shared Dispositive Power | 170,119 | 4% |

The reporting Person shares voting and dispositive power with the following clients in the following amounts: Berlin Capital Growth, L.P., 122,120 shares; Jim George 47,999 shares; Jack Cover IRA 0 shares.

The address of Berlin Capital Growth, L.P. is c/o the Reporting Person. The address of each other person that shares beneficial ownership with the Reporting Person is set forth below. There is no proceedings required to be disclosed with respect to any person sharing beneficial ownership with the Reporting Person.

Jim George
19634 Westchester Dr.
Clinton Twp., MI 48038-6415

Jack Cover
2518 Chagrin Drive
Willoughby Hills, OH 44094

(c) On the following dates, the Reporting Person purchased and/or sold the following numbers of shares for the prices per share set forth below. Each such purchase or sale occurred through a customary broker transaction.

Jack Cover Shares

| Date | Shares | Price Per Share | Sold or Bought |
|-----------|--------|-----------------|----------------|
| 5/15/2003 | -677 | 9.26 | S |
| 6/9/2003 | -1,000 | 9.54 | S |
| 6/10/2003 | 1,000 | 9.07 | B |
| 7/2/2003 | -2,993 | 9.71 | S |
| 7/14/2003 | -300 | 10.2 | S |

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| | | | | | |
|------------|--------|-------|-------|---|---|
| 7/15/2003 | -1,200 | 10.23 | | S | |
| 7/16/2003 | 1,000 | | 9.85 | | B |
| 7/21/2003 | 3,000 | | 9.46 | | B |
| 7/25/2003 | -1,000 | 10.35 | | S | |
| 7/29/2003 | 1,000 | | 9.94 | | S |
| 7/30/2003 | -1,000 | 10.34 | | S | |
| 8/18/2003 | -1,000 | 10.91 | | S | |
| 8/19/2003 | -50 | | 11.51 | | S |
| 8/20/2003 | -1,000 | 11.56 | | S | |
| 9/9/2003 | 1,000 | | 11.1 | | B |
| 9/30/2003 | 700 | | 11.08 | | B |
| 9/30/2003 | -1,000 | 11.54 | | S | |
| 10/7/2003 | -2,000 | 12.12 | | S | |
| 10/14/2003 | 800 | | 11.95 | | B |
| 10/17/2003 | -2,000 | 12.94 | | S | |
| 10/28/2003 | -1,000 | 14.02 | | S | |
| 10/29/2003 | -2,000 | 15.51 | | S | |
| 11/4/2003 | -399 | | 16.56 | | S |

JIM GEORGE SHARES

| | | | | | |
|-----------|--------|-------|-------|---|---|
| 11/4/2003 | -1000 | | 16.80 | | S |
| 11/4/2003 | -20000 | 16.51 | | S | |
| 11/4/2003 | -1601 | | 16.56 | | S |
| 11/5/2003 | -40000 | 18.23 | | S | |
| 11/5/2003 | -6000 | | 18.07 | | S |
| 11/5/2003 | -1000 | | 17.72 | | S |

TGB SHARES

| | | | | | |
|------------|--------|------|------|---|---|
| 7/31/2002 | 2,000 | | 4.95 | | B |
| 8/2/2002 | 8,000 | | 4.8 | | B |
| 8/8/2002 | 1,300 | | 4.55 | | B |
| 8/20/2002 | 200 | | 4.55 | | B |
| 8/28/2002 | 500 | | 4.55 | | B |
| 9/25/2002 | -2,000 | 4.63 | | S | |
| 10/7/2002 | 3,600 | | 4.99 | | B |
| 10/14/2002 | 200 | | 4.25 | | B |
| 12/27/2002 | -400 | | 5.27 | | S |
| 1/2/2003 | -177 | | 5.27 | | S |
| 1/14/2003 | 400 | | 5 | | B |
| 1/17/2003 | -3,000 | 5.51 | | S | |
| 1/21/2003 | -900 | | 5.73 | | S |
| 1/24/2003 | 1,050 | | 5.44 | | B |
| 2/6/2003 | -1,000 | 5.22 | | S | |
| 2/6/2003 | 3,000 | | 5.11 | | B |
| 2/11/2003 | -3,000 | 5.54 | | S | |
| 2/12/2003 | 1,700 | | 5.35 | | B |
| 2/12/2003 | -100 | | 5.69 | | S |
| 2/13/2003 | 2,000 | | 5.18 | | B |
| 2/18/2003 | -1,000 | 5.35 | | S | |
| 2/19/2003 | -5,000 | 5.85 | | S | |
| 2/26/2003 | -1,000 | 6.39 | | S | |

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| | | | | | |
|-----------|--------|------|------|---|---|
| 3/7/2003 | -2,000 | 6.68 | | S | |
| 3/10/2003 | -2,000 | 7.08 | | S | |
| 3/11/2003 | 600 | | 6.83 | | B |
| 3/12/2003 | 1,000 | | 6.83 | | B |
| 3/18/2003 | 1,000 | | 6.43 | | B |
| 3/18/2003 | 2,000 | | 6.53 | | B |
| 3/20/2003 | 500 | | 6.24 | | B |
| 3/28/2003 | -2,000 | 6.8 | | S | |
| 3/31/2003 | -500 | | 6.95 | | S |
| 4/1/2003 | -1,000 | 6.95 | | S | |
| 4/2/2003 | -300 | | 7.19 | | S |
| 4/3/2003 | -1,000 | 7.16 | | S | |
| 4/7/2003 | 1,000 | | 6.8 | | B |
| 4/8/2003 | 1,000 | | 6.6 | | B |
| 4/21/2003 | -600 | | 6.93 | | S |
| 4/22/2003 | -800 | | 6.93 | | S |
| 4/23/2003 | -6,000 | 7.47 | | S | |
| 4/23/2003 | -3,000 | 7.35 | | S | |
| 4/24/2003 | 2,800 | | 7.61 | | B |
| 4/24/2003 | -1,600 | 8.26 | | S | |
| 5/2/2003 | -1,000 | 8.23 | | S | |
| 5/7/2003 | -2,000 | 8.6 | | S | |
| 5/9/2003 | -400 | | 9.03 | | S |
| 5/9/2003 | -1,000 | 8.99 | | S | |
| 5/15/2003 | -323 | | 9.26 | | S |

CAPITAL SHARES

| | | | | | |
|-----------|--------|-----|------|---|---|
| 9/5/2002 | 505 | | 4.33 | | B |
| 9/6/2002 | 300 | | 4.33 | | B |
| 9/9/2002 | 200 | | 4.33 | | B |
| 9/10/2002 | 1,495 | | 4.33 | | B |
| 9/11/2002 | 100 | | 4.18 | | B |
| 10/1/2002 | -1,500 | 4.8 | | S | |

d) Not Applicable.

e) The Reporting Person ceased to be a beneficial owner of more than 5 % of Rocky Shoes & Boots, Inc. common stock on November 5, 2003

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to the Issuer.

The partners of Berlin Capital Growth, L.P. have the right to receive distributions of the net assets of Berlin Capital Growth, L.P. Those net assets include any proceeds from the sale of Capital Shares.

Item 7. Material to be Filed as Exhibits.

Not Applicable.

Signature After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this

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statement is true, complete and correct.

Date: January 21, 2004

/s/
Thomas G. Berlin