

Edgar Filing: BEI MEDICAL SYSTEMS CO INC /DE/ - Form SC 13G/A

BEI MEDICAL SYSTEMS CO INC /DE/  
Form SC 13G/A  
February 14, 2003

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1)\*

BEI MEDICAL SYSTEMS COMPANY, INC.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

05538E109

-----  
(CUSIP Number)

12/31/02

-----  
(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 the disclosures provided in a prior cover page.

The information required in 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

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CUSIP NO. 05538E109

(1) NAMES OF REPORTING PERSONS.

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

BANK ONE CORPORATION, I.R.S. NO. 31-0738296

(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

Illinois

NUMBER OF (5) SOLE VOTING POWER 0  
SHARES

BENEFICIALLY (6) SHARED VOTING POWER 0  
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER 0  
REPORTING

PERSON (8) SHARED DISPOSITIVE POWER 0  
WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

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SCHEDULE 13G

Item 1 (a). Name of Issuer: BEI MEDICAL SYSTEMS COMPANY, INC.

Item 1 (b). Address of Issuer's Principal Executive Offices: 100 Hollister Road  
Teterboro, NJ 07608

Item 2 (a). Name of Person Filing: BANK ONE CORPORATION

Item 2 (b). Address of Principal Office or, if none, Residence: One First National Plaza  
Chicago, IL 60670

Item 2 (c). Citizenship: Not Applicable

Item 2 (d). Title of Class of Securities: Common Stock

Item 2 (e). CUSIP Number: 05538E109

Item 3. If this Statement is Filed Pursuant to Rules 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;

(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;

(e)  An investment adviser in accordance with  
Rule 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)(ii)(G);

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

(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).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

SCHEDULE 13G

Item 4. Ownership:

(a) Amount Beneficially Owned:

(b) Percent of Class:

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

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

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

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

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

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:

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 Security being Reported on by the Parent Holding Company.

Banc One Equity Capital SBIC Fund II, L.L.C.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

SCHEDULE 13G

Item 10. Certification.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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

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participant in any transaction having that purpose or effect.

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.

Dated: February 5, 2003

BANK ONE CORPORATION

By: /s/ David J. Kundert

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Name: David J. Kundert  
Title: Executive Vice President