

STERLING CHEMICALS INC

Form 5/A

March 08, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *

RESURGENCE ASSET
MANAGEMENT
INTERNATIONAL LLC

(Last) (First) (Middle)

10 NEW KING STREET

(Street)

WHITE PLAINS, NY 10604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

STERLING CHEMICALS INC
[SCHL.OB]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/15/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**

SEC 2270
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Preferred Stock	Â	03/31/2004	03/31/2004	J	14.647	Â	Â	(2)	Â	(2)	Common Stock 14,647
Preferred Stock	Â	06/30/2004	06/30/2004	J	15.233	Â	Â	(2)	Â	(2)	Common Stock 15,233
Preferred Stock	Â	09/30/2004	09/30/2004	J	15.842	Â	Â	(2)	Â	(2)	Common Stock 15,842
Preferred Stock	Â	12/31/2004	12/31/2004	J	16.475 (4)	Â	Â	(2)	Â	(2)	Common Stock 16,475 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RESURGENCE ASSET MANAGEMENT INTERNATIONAL LLC 10 NEW KING STREET WHITE PLAINS, NY 10604	Â	Â X	Â	Â

Signatures

/s/ Martin D. Sass 03/04/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Preferred Stock converts to Common Stock on a one-for-one thousand basis.
- (2) The Preferred Stock is convertible into Common Stock at any time.
- (3) The Preferred Stock was acquired from the Issuer through a paid-in-kind dividend.
- (4) The change in amount reflects the correction of an immaterial discrepancy in the number of securities held by Resurgence Asset Management International, L.L.C. ("RAMI") at the time of the initial filing of this Form 5.
- (5) RAMI exercises voting and dispositive power over the Issuer's securities solely in RAMI's capacity as sole special shareholder of and sole investment advisor of M.D. Sass Corporate Resurgence International, Ltd. Accordingly, RAMI may be deemed to share voting and dispositive power with M.D. Sass Corporate Resurgence Partners International Ltd. Mr. Martin D. Sass serves as Chairman and Chief Executive Officer of RAMI and M.D. Sass Investors Services, Inc. ("Sass Investors Services"). Sass Investor Services is the sole member

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of RAMI. In addition, funds which have invested side by side with funds managed by RAMI and Resurgence Asset Management, L.L.C. beneficially own an additional 82,880 shares of the Issuer's Common Stock in the aggregate.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.