

Edgar Filing: ALLIED HEALTHCARE PRODUCTS INC - Form SC 13D/A

ALLIED HEALTHCARE PRODUCTS INC
Form SC 13D/A
November 24, 2004

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

SCHEDULE 13D
(Amendment No. 5)*

Under the Securities Exchange Act of 1934

ALLIED HEALTHCARE PRODUCTS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

019222108

(CUSIP Number)

Brent D. Baird
1350 One M&T Plaza
Buffalo, New York 14203 (Phone: (716) 849-1484)

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

November 23, 2004

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the 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 ___.

*The remainder of this cover page shall be filed 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).

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SCHEDULE 13D
Amendment No. 5

CUSIP NO. 019222108

1. Name of Reporting Person
SS or Identification No. of above person (optional)

The Cameron Baird Foundation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ___
(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

- | | | |
|----------------------------------------------------------------------------|-----|---------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. | SOLE VOTING POWER -0- |
| | 8. | SHARED VOTING POWER -0- |
| | 9. | SOLE DISPOSITIVE POWER -0- |
| | 10. | SHARED DISPOSITIVE POWER -0- |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

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

0.000%

14. TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D
Amendment No. 5

CUSIP NO. 019222108

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1. Name of Reporting Person
SS or Identification No. of above person (optional)

Bruce C. Baird

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ___
(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS*

PF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

| | | |
|----------------------------------------------------------------------------|-----|----------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. | SOLE VOTING POWER 98,000 |
| | 8. | SHARED VOTING POWER -0- |
| | 9. | SOLE DISPOSITIVE POWER 98,000 |
| | 10. | SHARED DISPOSITIVE POWER -0- |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

98,000

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

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

1.253%

14. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D
Amendment No. 5

INTRODUCTION

The ownership of shares ("Shares") of Common Stock of the Issuer was previously reported by the Reporting Persons in a Schedule 13D, which was filed with the Securities and Exchange Commission on August 5, 1999, as amended by Schedule 13D Amendment No. 1, which was filed with the Securities and Exchange Commission on November 29, 1999, as amended by Schedule 13D Amendment No. 2, which was filed with the Securities and Exchange

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Commission on December 1, 2000, as amended by Schedule 13D Amendment No. 3, which was filed with the Securities and Exchange Commission on October 24, 2003, as amended by Schedule 13D Amendment No. 4, which was filed with the Securities and Exchange Commission on March 16, 2004 ("Amendment No. 4"). Since the filing of Amendment No. 4, the ownership of Shares by the Reporting Persons has changed, and the number of Shares now held by the Reporting Persons is 1,076,500 Shares.

The Cover Pages for the Reporting Persons whose ownership of Shares has changed since the filing of Amendment No. 4 are hereby amended as shown in this Amendment No. 5. Item 5 is hereby amended as shown in this Amendment No. 5. All other Cover Pages and Items remain unchanged from the previous Schedule 13D, as amended.

NOTE: THE EXECUTION AND SUBMISSION OF THIS STATEMENT BY THE REPORTING PERSONS SHALL NOT BE CONSTRUED AS A STATEMENT OR ADMISSION THAT THE REPORTING PERSONS (I) ARE ACTING AS A GROUP IN THE ACQUISITION OF THE SHARES, (II) COLLECTIVELY CONSTITUTE A "PERSON" WITHIN THE MEANING OF SECTION 13(D)(3) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (THE "ACT"), OR (III) FOR THE PURPOSES OF SECTION 13(D) OF THE ACT, ARE THE BENEFICIAL OWNERS OF ANY SHARES OTHER THAN THE SHARES IN WHICH EACH PERSON IS SPECIFICALLY IDENTIFIED IN THIS STATEMENT TO HAVE A BENEFICIAL INTEREST.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended to read as follows:

(a) The Reporting Persons hereby report beneficial ownership, in the manner hereinafter described, of 1,076,500 Shares of the Issuer:

| Shares Held in the Name of | Number Of Shares | Percentage of Outstanding Security (1) |
|-----------------------------------|---------------------|----------------------------------------------|
| The Cameron Baird Foundation | -0- | 0.000% |
| Aries Hill Corp. | 50,000 | 0.640% |
| Bruce C. Baird | 98,000 (2) | 1.253% |
| Brent D. Baird | 78,500 (3) | 1.004% |
| First Carolina Investors, Inc. | 850,000 _____ | 10.872% _____ |
| TOTAL | 1,076,500 | 13.769% |

(1) The foregoing percentages assume that the number of Shares of the Issuer outstanding is 7,818,432 Shares

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as of November 5, 2004 (as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2004).

- (2) 48,000 of such Shares are held by Bruce C. Baird individually and 50,000 of such Shares are held by Bruce C. Baird's Individual Retirement Account.
- (3) 68,500 of such Shares are held by Brent D. Baird individually and 10,000 of such Shares are held by Brent D. Baird's retirement plan.

(b) The Reporting Persons have sole voting and sole dispositive power over the Shares enumerated in paragraph (a).

(c) The following transactions of the Shares were effected during the past sixty days:

| Sale In The Name Of | Date | Number of Shares | Price/Share (in Dollars Commissions not included) |
|-----------------------------|----------|------------------|------------------------------------------------------------|
| Cameron Baird Foundation | 11/23/04 | 7,085 | 7.18922 |

The transaction was effected through an open-market sale.

In addition, on November 9, 2004, Bruce C. Baird transferred 2,000 shares as gifts to charitable organizations.

(d) Not applicable

(e) Not applicable

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

DATED this 24th day of November, 2004.

The Cameron Baird Foundation

By: s/Brian D. Baird
Brian D. Baird, Trustee

Bruce C. Baird

By: s/Brian D. Baird
Brian D. Baird, as attorney-in-fact

