

LAMBERT WILLIAM M
Form SC 13D/A
March 04, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under The Securities Exchange Act of 1934

(Amendment No. 1)

Mine Safety Appliances Company

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

602720 10 4

(CUSIP Number)

Nelson W. Winter, Esquire

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Reed Smith LLP

435 Sixth Avenue

Pittsburgh, Pennsylvania 15219

(412) 288-3310

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

January 30, 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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. **

* 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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 602720 10 4

1. Names of Reporting Persons, I.R.S. Identification Nos. of Above Persons (entities only)

William M. Lambert

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

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5. Check 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	7. Sole Voting Power
SHARES	
BENEFICIALLY	253,305

OWNED BY	8. Shared Voting Power
EACH	
REPORTING	2,638,293

PERSON	9. Sole Dispositive Power
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WITH

253,305

10. Shared Dispositive Power

2,638,293

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,891,598

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

7.1%

14. Type of Reporting Person (See Instructions)

IN

Item 1. Security and Issuer.

Common Stock, no par value (the Common Stock), of Mine Safety Appliances Company (the Company), P.O. Box 426, Pittsburgh, Pennsylvania 15230.

Item 2. Identity and Background.

(a) Name of Person Filing: William M. Lambert
(b) Residence or Business Address: Mine Safety Appliances Company
P.O. Box 426
Pittsburgh, PA 15230
(c) Present Principal Occupation: Vice President of the Company; President, MSA
North America

Item 5. Interest in Securities of the Issuer.

See Items 7 through 11 and 13 of the cover page.

As indicated in the Schedule 13D, prior to January 1, 2004 the undersigned and the other members of the Investment Committee of the Trust for the Company's Non-Contributory Pension Plan for Employees shared dispositive power over the shares of Common Stock held by the Trust, but sole voting power over the shares was held by PNC Bank, N.A., as trustee of the Trust. On January 30, 2004, a new Trust Agreement was executed making the members of the Investment Committee the trustee for the shares of Common Stock held in the Trust, effective as of January 1, 2004.

Under the new Trust Agreement, in addition to dispositive power, the members of the Investment Committee have the power to vote the shares of Common Stock held in the Trust with respect to uncontested elections of directors, ratification of independent auditors and approval of employee benefit plans and stock plans, or amendments thereto, previously approved by the Board of Directors or a Board Committee. In the case of a vote on any other matter, the Investment Committee must bring the matter to the Board of Directors, which shall then direct the Investment Committee as to the manner in which the shares of Common Stock held in the Trust shall be voted.

As of February 20, 2004, the Trust held 2,463,500 shares of Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

See Item 5.

Item 7. Material to Be Filed as Exhibits.

An Exhibit Index follows the Signature Page.

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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.

/s/ Douglas K. McClaine

William M. Lambert

By: Douglas K. McClaine

Attorney-in-fact

Date: March 3, 2004

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description and Method of Filing</u>
1	Mine Safety Appliances Company Non-Contributory Pension Plan MSA Stock Trust Agreement dated January 30, 2004. (filed as Exhibit No. 1 to Amendment No. 2 to the Schedule 13D of Dennis L. Zeitler dated March 3, 2004 and incorporated herein by reference.)

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