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DUPONT PHOTOMASKS INC
Form SC 13D/A
May 04, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 4 - Correction)

DUPONT PHOTOMASKS, INC.

Common Stock, par value \$0.01 (Title of Class of Securities)

26613X 10 1
(CUSIP Number)

Peter C. Mester, Esq.
E.I. du Pont de Nemours and Company
1007 Market St.
Wilmington, DE 19898
(302) 774-6445
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 30, 2001
(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-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 ("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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1) Names of Reporting Persons; I.R.S. Identification Nos. (entities only)

E.I. du Pont de Nemours and Company; 51-0014090

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 Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

| | | | |
|--|-----|--------------------------|-----------|
| | 7) | Sole Voting Power | 3,629,272 |
| | 8) | Shared Voting Power | |
| | 9) | Sole Dispositive Power | 3,629,272 |
| | 10) | Shared Dispositive Power | |

11) Aggregate Amount Beneficially Owned by Each Reporting Person 3,629,272

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

13) Percent of Class Represented by Amount in Row (11) 20.87%

14) Type of Reporting Persons (See Instructions) CO

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1) Names of Reporting Persons; I.R.S. Identification Nos. (entities only)
DuPont Chemical and Energy Corporation; 51-0313062

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)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

| | | | |
|--|-----|--------------------------|-----------|
| | 7) | Sole Voting Power | 3,629,272 |
| | 8) | Shared Voting Power | |
| | 9) | Sole Dispositive Power | 3,629,272 |
| | 10) | Shared Dispositive Power | |

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| | | |
|-----|--|-----------|
| 11) | Aggregate Amount Beneficially Owned by Each Reporting Person | 3,629,272 |
| 12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | |
| 13) | Percent of Class Represented by Amount in Row (11) | 20.87% |
| 14) | Type of Reporting Persons (See Instructions) | CO |

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This corrected Amendment No. 4 to Schedule 13D is filed pursuant to Rule 13d-1 of the Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Exchange Act") by E. I. du Pont de Nemours and Company, a Delaware corporation ("DuPont") and by Du Pont Chemical and Energy Operations, Inc., a Delaware corporation and wholly owned subsidiary of DuPont ("DCEO"), with respect to the common stock of DuPont Photomasks, Inc., a Delaware corporation ("DPI" or the "Issuer") solely to reflect properly the number of the Issuer's shares owned by DuPont and DCE which was incorrectly stated in Amendment No. 4 filed on May 1, 2001:

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D relates to the Common Stock, par value \$0.01 per share ("Common Stock"), of DPI. The principal executive offices of DPI are located at 131 Old Settlers Boulevard, Round Rock, Texas 78664.

ITEM 2. IDENTITY AND BACKGROUND.

This Schedule 13D is filed by DuPont and by DCEO. The principal executive offices of both corporations are located at 1007 Market Street, Wilmington, Delaware 19898.

DuPont was founded in 1802 and was incorporated in Delaware in 1915. DuPont is a world leader in science and technology in a range of disciplines including high-performance materials, specialty chemicals, pharmaceuticals and biotechnology. DuPont operates globally through some 20 strategic business units. Within the strategic business units, approximately 80 businesses manufacture and sell a wide range of products to many different markets, including the transportation, textile, construction, automotive, agricultural and hybrid seeds, nutrition and health, pharmaceuticals, packaging and electronics markets.

DuPont's strategic business units have been aggregated into nine reportable segments Agriculture & Nutrition, Nylon Enterprise, Performance Coatings & Polymers, Pharmaceuticals, Pigments & Chemicals, Pioneer Hi-Bred International, Inc., Polyester Enterprise, Specialty Fibers and Specialty Polymers.

DCEO was incorporated in Delaware in 1988 and is limited by its certificate of incorporation to the making, maintenance and management of its

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intangible investments and the collection and distribution of the income from such investments. DCEO is a wholly owned subsidiary of DuPont.

Information concerning the directors and executive officers of DuPont and DCEO is contained in Schedule A attached hereto.

During the last five years, none of DuPont or DCEO nor, to the best knowledge of DuPont and DCEO, any director or executive officer of DuPont or DCEO has been (i) convicted in a criminal

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proceeding or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding has been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OTHER CONSIDERATION.

Not applicable.

ITEM 4. PURPOSE OF TRANSACTION.

On April 30, 2001, DuPont sold an aggregate of 2,000,000 shares of the Issuer's Common Stock pursuant to Rule 144 under the Securities Act of 1933, as amended. Prior thereto, during November 2000 and December 2000, DuPont sold an aggregate of 439,000 shares of the Issuer's Common Stock pursuant to sales under Rule 144 under the Securities Act of 1933, as amended. Prior thereto, on July 24, 2000, DuPont sold an aggregate of 1,777,778 shares of the Issuer's Common Stock pursuant to an underwritten public offering registered pursuant to the Securities Act of 1933, as amended. During May 2000, DuPont sold an aggregate of 55,000 shares of the Issuer's Common Stock pursuant to sales under Rule 144 under the Securities Act of 1933, as amended, for the purpose of allowing DuPont to obtain a tax benefit associated with a loss from an earlier sale of the Issuer's interest in DuPont Korea Ltd. to DuPont, which tax benefit would have expired on June 30, 2000. During March 1999, DuPont sold an aggregate of 2,100,000 shares of the Issuer's common stock pursuant to a registered underwritten public offering. During September 1999, DuPont sold an aggregate of 498,950 shares of the Issuer's common stock pursuant to sales under Rule 144.

(a) DuPont has advised the Issuer that it expects to reduce its ownership interest in the Issuer over time, subject to prevailing market and other conditions. Consistent with this advice, DuPont made the sales described above and expects to continue to dispose of its holdings from time to time as conditions warrant.

(b-j) Not applicable.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) and (b) As of May 1, 2001, DuPont directly owns 3,629,272 shares of Common Stock of the Issuer. Such shares constitute approximately 20.87% percent of the total number of shares of Common Stock outstanding as of such date. No director or executive officer of DuPont or DCEO beneficially owns any shares of Common Stock of the Issuer.

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(c) On April 30, 2001, DuPont sold an aggregate of 2,000,000 shares of the Issuer's Common Stock pursuant to sales under Rule 144 under the Securities Act of 1933, as amended, reducing DuPont's ownership interest in the Issuer's Common Stock from 5,629,272 to 3,629,272 shares.

(d) No person other than DCEO and DuPont has the right to receive or the power to direct receipt of dividends from, or the proceeds from the sale of, the Common Stock of the Issuer.

(e) Not applicable.