

ANDERSEN GROUP INC  
Form SC 13G/A  
February 14, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No 4)\*

Andersen Group, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

033 501 107

(CUSIP Number)

February 14, 2003

(Date of Event Which Requires Filing of this Statement)

\*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

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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 13G

CUSIP No. 033 501 107

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(1) Name of Reporting Persons I.R.S. Identification Nos. of Above Persons

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--- (entities only)

Miles P. Jennings, Jr. and Carolyn L. Jennings

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

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(a)   
(b)

-----  
(3) SEC Use Only  
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(4) Citizenship or Place of Organization  
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United States of America

-----  
Number of Shares (5) Sole Voting Power 0  
-----  
Beneficially owned (6) Shared Voting Power 0  
-----  
by Each Reporting (7) Sole Dispositive Power 0  
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Person with (8) Shared Dispositive Power 0  
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-----  
(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
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0

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(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  
---- (See Instructions)

-----  
(11) Percent of Class Represented by Amount in Row (9)  
-----

0

-----  
(12) Type of Reporting Person (See Instructions)  
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IN

2

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(14) Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

[ ] Rule 13d-1(b)  
[X] Rule 13d-1(c)  
[ ] Rule 13d-1(d)

-----  
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SCHEDULE 13G

CUSIP No. 033 501 107

Item 1

Item 1(a) Name of Issuer:

Andersen Group, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

405 Park Avenue, New York NY 10022

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Item 2

2(a) Name of Person Filing: Miles P. Jennings, Jr. and Carolyn L. Jennings

2(b) Address or Principal Business Office or, if none, Residence:

4 Oakland Street, Bristol, Connecticut 06010

2(c) Citizenship:

United States of America

2(d) Title of Class of Securities:

Common Stock, \$.01 par value

2(e) CUSIP No.: 033 501 107

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 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 of 1940.
- 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 Rule

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13d-1(b)(1)(ii)(F);  
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g. [ ] A parent holding company or control person in accordance with Rule  
13d-1(b)(1)(ii)(G);  
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h. [ ] A savings associations 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;  
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j. [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).  
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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

a. Amount Beneficially Owned: 0

b. Percent of class: 0

c. Number of shares as to which such person has:

i. Sole power to vote or direct the vote: 0

ii. Shared power to vote or to direct the vote: 0

iii. Sole power to dispose or to direct the disposition of: 0

iv. Shared power to dispose or to direct the disposition of: 0

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Item 5.

Ownership of 5 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

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the beneficial owner of more than 5 percent of the class of securities, check the following [X].

Item 6. Ownership of More than 5 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 or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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 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 14, 2003

.....  
Signature /s/ Miles P. Jennings, Jr. /s/ Carolyn L. Jennings

.....  
Name/Title Miles P. Jennings, Jr. Carolyn L. Jennings