

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G

1 800 FLOWERS COM INC
Form SC 13G
February 13, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)*

1-800-FLOWERS.COM, Inc.
(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

68243Q106

(CUSIP Number)

12/31/2003

(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*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 1934 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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Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)

Munder Capital Management

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

3 SEC Use Only

4 Citizenship or Place of Organization
State of Delaware

Number of

Shares

5 Sole Voting Power

1,590,063

Beneficially

Owned by

Each

6 Shared Voting Power

0

7 Sole Dispositive Power

1,590,063

Reporting

Person With

8 Shared Dispositive Power

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,590,063

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

11 Percent of Class Represented by Amount in Row (9)
5.5%

12 Type of Reporting Person (See Instructions)
IA

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Item 1.

(a) Name of Issuer:

1-800-FLOWERS.COM, Inc.

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

1-800-FLOWERS.COM, Inc.
1600 Stewart Avenue
Westbury, New York 11590

Item 2.

(a) Name of Person Filing:

Munder Capital Management ("Munder")

(b) Address of Principal Business Office:

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Munder Capital Center
480 Pierce Street
Birmingham, MI 48009

(c) Citizenship:

Munder is a general partnership formed under the laws of the State of Delaware

(d) Title of Class of Securities:

Class A Common Stock

(e) CUSIP Number:

68243Q106

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

/X/ (e) an investment adviser in accordance with Rule 13d-1 (b) (1) (ii) (E)

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Item 4. Ownership

(a) Amount Beneficially Owned:

1,590,063 shares (the "Common Stock")

(b) Percent of Class

5.5%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:

1,590,063

(ii) shared power to vote or direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

1,590,063

(iv) shared power to dispose or direct the disposition of:

0

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

While Munder is the beneficial owner of the shares of Common Stock of the Company, Munder is the beneficial owner of such

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stock on behalf of numerous clients who have the right to receive and the power to direct the receipt of dividends from, or the proceeds of the sale of, such Common Stock. No such client has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, more than 5% of the Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

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Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for 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.

MUNDER CAPITAL MANAGEMENT,
a Delaware general partnership

By: /s/ Mary Ann C. Shumaker

Dated: 2/13/2004

Its: Associate General Counsel