

Edgar Filing: GOELET LLC - Form SC 13D/A

GOELET LLC  
Form SC 13D/A  
March 27, 2002

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

SCHEDULE 13D/A  
Amendment No. 3

Under the Securities Exchange Act of 1934

Pogo Producing Company  
-----  
(Name of Issuer)

Common Stock, par value \$1.00 per share  
(Title of Class of Securities)

730448107  
-----  
(CUSIP Number)

Mark Rosenbaum  
Goelet, LLC  
425 Park Avenue  
28th Floor  
New York, New York 10022  
Telephone: (212) 588-9555

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

Copy to:  
Peter J. Rooney, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 848-4000

February 5, 2002 to March 6, 2002

-----  
(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 ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

\*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 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

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Notes).

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated August 26, 1930 f/b/o  
Beatrice G. Manice  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)  {X}  
(b)  { }

3. SEC Use Only

4. Source of Funds (See Instructions)  
  
N/A

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  { }

6. Citizenship or Place of Organization  
  
State of New York

7. Number of Shares Sole Voting Power  
Beneficially Owned by 697,047  
Each Reporting Person  
with

8. Shared Voting Power  
0

9. Sole Dispositive Power  
0

10. Shared Dispositive Power

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5,154,948

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948  
-----

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

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

9.6%  
-----

14. Type of Reporting Person (See Instructions)

00  
-----

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
Beatrice G. Manice  
-----

2. Check the Appropriate Box if a Member of a Group

(a) {X}  
(b) { }  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)

N/A  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). { }

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6. Citizenship or Place of Organization

State of Rhode Island

7. Number of Shares Sole Voting Power  
Beneficially Owned by 224,051  
Each Reporting Person  
with

8. Shared Voting Power  
0

9. Sole Dispositive Power  
0

10. Shared Dispositive Power  
5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,154,948

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

13. Percent of Class Represented by Amount in Row (11)  
9.6%

14. Type of Reporting Person (See Instructions)  
00

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CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Trustees of the Trust under the Will of Robert Walton Goelet for the  
benefit of Beatrice G. Manice

2. Check the Appropriate Box if a Member of a Group

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(a)  }  
(b)  }

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)

N/A  
-----

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

6. Citizenship or Place of Organization

State of Rhode Island  
-----

7.	Number of Shares Beneficially Owned by Each Reporting Person with	Sole Voting Power 149,367
----	--	------------------------------

-----

8.		Shared Voting Power 0
----	--	--------------------------

-----

9.		Sole Dispositive Power 0
----	--	-----------------------------

-----

10.		Shared Dispositive Power 5,154,948
-----	--	---------------------------------------

-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948  
-----

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

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

9.6%  
-----

14. Type of Reporting Person (See Instructions)

00

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated August 26, 1930 f/b/o  
Robert G. Goelet

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

3. SEC Use Only

4. Source of Funds (See Instructions)  
  
N/A

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

6. Citizenship or Place of Organization  
  
State of New York

7. Number of Shares Sole Voting Power  
Beneficially Owned by 1,005,270  
Each Reporting Person  
with

8. Shared Voting Power  
0

9. Sole Dispositive Power  
0

10. Shared Dispositive Power  
5,154,948

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948

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

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

9.6%

-----  
14. Type of Reporting Person (See Instructions)

OO  
-----

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
Robert G. Goelet

-----  
2. Check the Appropriate Box if a Member of a Group

(a) {X}  
(b) { }

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions)

N/A

-----  
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). { }

-----  
6. Citizenship or Place of Organization





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2. Check the Appropriate Box if a Member of a Group

- (a)
- (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

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

6. Citizenship or Place of Organization

State of Rhode Island

7.

Number of Shares  
Beneficially Owned by  
Each Reporting Person  
with

Sole Voting Power  
323,122

8.

Shared Voting Power  
0

9.

Sole Dispositive Power  
0

10.

Shared Dispositive Power  
5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948

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

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-----  
13. Percent of Class Represented by Amount in Row (11)  
9.6%  
-----

14. Type of Reporting Person (See Instructions)  
00  
-----

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
Francis Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)    
(b)    
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
N/A  
-----

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

6. Citizenship or Place of Organization  
State of Rhode Island  
-----

7. Number of Shares Sole Voting Power  
-----

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Beneficially Owned by 224,051  
Each Reporting Person  
with

8. -----  
Shared Voting Power  
0

9. -----  
Sole Dispositive Power  
0

10. -----  
Shared Dispositive Power  
5,154,948

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,154,948

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

-----  
13. Percent of Class Represented by Amount in Row (11)  
9.6%

-----  
14. Type of Reporting Person (See Instructions)  
00

-----  
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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated December 18, 1931 f/b/o  
John Goelet

-----  
2. Check the Appropriate Box if a Member of a Group  
  
(a) {X}  
(b) { }

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-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)

N/A  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). { }

6. Citizenship or Place of Organization

State of New York  
-----

7.                   Number of Shares                   Sole Voting Power  
Beneficially Owned by                   388,738  
Each Reporting Person  
with  
-----

8.                   Shared Voting Power  
0  
-----

9.                   Sole Dispositive Power  
0  
-----

10.                   Shared Dispositive Power  
5,154,948  
-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,154,948  
-----

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

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

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9.6%

-----  
14. Type of Reporting Person (See Instructions)

00  
-----

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under Agreement dated December 17, 1976 f/b/o  
grandchildren of John Goelet  
-----

2. Check the Appropriate Box if a Member of a Group

(a)  }  
(b)  }

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)

N/A  
-----

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

-----  
6. Citizenship or Place of Organization

State of New York  
-----

7.                   Number of Shares                   Sole Voting Power  
Beneficially Owned by                   67,237  
Each Reporting Person  
with  
-----

8.                   Shared Voting Power

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0

9. Sole Dispositive Power  
0

10. Shared Dispositive Power  
5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,154,948

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

13. Percent of Class Represented by Amount in Row (11)  
9.6%

14. Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
John Goelet

2. Check the Appropriate Box if a Member of a Group  
(a) {X}  
(b) { }

3. SEC Use Only

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4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). { }

6. Citizenship or Place of Organization

State of Rhode Island

7.

Number of Shares  
Beneficially Owned by  
Each Reporting Person  
with

Sole Voting Power  
166,602

8.

Shared Voting Power  
0

9.

Sole Dispositive Power  
0

10.

Shared Dispositive Power  
5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948

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

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

9.6%

14. Type of Reporting Person (See Instructions)

00

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under the Will of Robert Walton Goelet f/b/o  
John Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)    
(b)    
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
  
N/A  
-----

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

6. Citizenship or Place of Organization  
  
State of Rhode Island  
-----

7. Number of Shares Sole Voting Power  
Beneficially Owned by 178,835  
Each Reporting Person  
with  
-----

8. Shared Voting Power  
0  
-----

9. Sole Dispositive Power  
0  
-----

10. Shared Dispositive Power



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5,154,948

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948  
-----

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

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

9.6%  
-----

14. Type of Reporting Person (See Instructions)

00  
-----

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

RGG Limited Partnership  
-----

2. Check the Appropriate Box if a Member of a Group

(a) {X}  
(b) { }

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)

N/A  
-----

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5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). { }

6. Citizenship or Place of Organization

Delaware

7.

Number of Shares  
Beneficially Owned by  
Each Reporting Person  
with

Sole Voting Power  
439,491

8.

Shared Voting Power  
0

9.

Sole Dispositive Power  
0

10.

Shared Dispositive Power  
5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948

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

13.

Percent of Class Represented by Amount in Row (11)

9.6%

14. Type of Reporting Person (See Instructions)

PN

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1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

John H. Manice

---

2. Check the Appropriate Box if a Member of a Group

(a)  }  
(b)  }

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)

N/A

---

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

---

6. Citizenship or Place of Organization

United States of America

---

7.	Number of Shares Beneficially Owned by Each Reporting Person with	Sole Voting Power 24,482
----	--	-----------------------------

---

8.		Shared Voting Power 0
----	--	--------------------------

---

9.		Sole Dispositive Power 0
----	--	-----------------------------

---

10.		Shared Dispositive Power 5,154,948
-----	--	---------------------------------------

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948

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

-----  
13. Percent of Class Represented by Amount in Row (11)  
  
9.6%

-----  
14. Type of Reporting Person (See Instructions)  
  
IN

-----  
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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated September 4, 1980 f/b/o  
Anne de La Haye Jousselein

-----  
2. Check the Appropriate Box if a Member of a Group  
  
(a) {X}  
(b) { }

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions)  
  
N/A

-----  
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). { }

-----  
6. Citizenship or Place of Organization



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2. Check the Appropriate Box if a Member of a Group

- (a)
- (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

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

6. Citizenship or Place of Organization

United States of America

7.

Number of Shares  
Beneficially Owned by  
Each Reporting Person  
with

Sole Voting Power  
8,697

8.

Shared Voting Power  
0

9.

Sole Dispositive Power  
0

10.

Shared Dispositive Power  
5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948

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

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-----  
13. Percent of Class Represented by Amount in Row (11)  
9.6%  
-----

14. Type of Reporting Person (See Instructions)  
IN  
-----

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Robert G. Manice, as custodian for Henry W. Manice under the New York  
Uniform Transfers to Minors Act  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)    
(b)    
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
N/A  
-----

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

6. Citizenship or Place of Organization  
State of New York  
-----

7. Number of Shares Sole Voting Power  
-----

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Beneficially Owned by 863  
Each Reporting Person  
with

8. Shared Voting Power  
0

9. Sole Dispositive Power  
0

10. Shared Dispositive Power  
5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,154,948

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

13. Percent of Class Represented by Amount in Row (11)  
9.6%

14. Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Robert G. Manice, as custodian for Emily P. Manice under the New York  
Uniform Transfers to Minors Act

2. Check the Appropriate Box if a Member of a Group  
  
(a) {X}  
(b) { }



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3. SEC Use Only

---

4. Source of Funds (See Instructions)

N/A

---

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). { }

---

6. Citizenship or Place of Organization

State of New York

---

7.

Number of Shares  
Beneficially Owned by  
Each Reporting Person  
with

Sole Voting Power  
863

---

8.

Shared Voting Power  
0

---

9.

Sole Dispositive Power  
0

---

10.

Shared Dispositive Power  
5,154,948

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948

---

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

---

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

9.6%

---

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14. Type of Reporting Person (See Instructions)

OO

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CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Robert G. Manice, as custodian for Harriet W. Manice under the New York  
Uniform Transfers to Minors Act

2. Check the Appropriate Box if a Member of a Group

(a)  }  
(b)  }

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

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

6. Citizenship or Place of Organization

State of New York

7. Number of Shares Sole Voting Power  
Beneficially Owned by 863  
Each Reporting Person  
with

8. Shared Voting Power  
0

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9. Sole Dispositive Power  
0  
-----
10. Shared Dispositive Power  
5,154,948  
-----
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,154,948  
-----
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) { }  
-----
13. Percent of Class Represented by Amount in Row (11)  
9.6%  
-----
14. Type of Reporting Person (See Instructions)  
OO  
-----

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CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Amelia M. Berkowitz  
-----
2. Check the Appropriate Box if a Member of a Group  
  
(a) {X}  
(b) { }  
-----
3. SEC Use Only  
-----
4. Source of Funds (See Instructions)

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N/A

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). { }

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power  
Beneficially Owned by 22,060  
Each Reporting Person  
with

8. Shared Voting Power  
0

9. Sole Dispositive Power  
0

10. Shared Dispositive Power  
5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948

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

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

9.6%

14. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Pamela Manice  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)  }  
(b)  }  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
  
N/A  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  }  
-----

6. Citizenship or Place of Organization  
  
United States of America  
-----

7. Number of Shares Sole Voting Power  
Beneficially Owned by 24,299  
Each Reporting Person  
with  
-----

8. Shared Voting Power  
0  
-----

9. Sole Dispositive Power  
0  
-----

10. Shared Dispositive Power  
5,154,948  
-----

Edgar Filing: GOELET LLC - Form SC 13D/A

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,154,948  
-----

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

13. Percent of Class Represented by Amount in Row (11)  
9.6%  
-----

14. Type of Reporting Person (See Instructions)  
IN  
-----

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Robert G. Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
(a) {X}  
(b) { }  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
N/A  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to

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Item 2(d) or 2(e). { }

6. Citizenship or Place of Organization

United States of America

7.

Number of Shares  
Beneficially Owned by  
Each Reporting Person  
with

Sole Voting Power  
439,491

8.

Shared Voting Power  
0

9.

Sole Dispositive Power  
0

10.

Shared Dispositive Power  
5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948

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

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

9.6%

14. Type of Reporting Person (See Instructions)

IN





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

-----  
13. Percent of Class Represented by Amount in Row (11)  
9.6%

-----  
14. Type of Reporting Person (See Instructions)  
IN  
-----

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Christopher Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
(a) {X}  
(b) { }

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
N/A  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). { }

-----  
6. Citizenship or Place of Organization



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2. Check the Appropriate Box if a Member of a Group

- (a)
- (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

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

6. Citizenship or Place of Organization

United States of America

7.	Number of Shares Beneficially Owned by Each Reporting Person with	Sole Voting Power 747,546
----	--	------------------------------

8.	Shared Voting Power 0
----	--------------------------

9.	Sole Dispositive Power 0
----	-----------------------------

10.	Shared Dispositive Power 5,154,948
-----	---------------------------------------

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948

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

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

9.6%

14. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Windward Oil & Gas Corporation

2. Check the Appropriate Box if a Member of a Group

(a)    
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

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

6. Citizenship or Place of Organization

Delaware

7. Number of Shares Sole Voting Power  
Beneficially Owned by 0  
Each Reporting Person  
with

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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 if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) { }  
-----
13. Percent of Class Represented by Amount in Row (11)  
0%  
-----
14. Type of Reporting Person (See Instructions)  
CO  
-----

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CUSIP No.7

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Arthur N. Field  
-----
2. Check the Appropriate Box if a Member of a Group  
(a) {X}  
(b) { }  
-----
3. SEC Use Only

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4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). { }

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Beneficially Owned by Each Reporting Person with Sole Voting Power 8,114

8. Shared Voting Power 0

9. Sole Dispositive Power 0

10. Shared Dispositive Power 5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948

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

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

9.6%

14. Type of Reporting Person (See Instructions)

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CUSIP No.7

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Alexandra Gardiner Goelet

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

3. SEC Use Only

4. Source of Funds (See Instructions)  
  
N/A

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

6. Citizenship or Place of Organization  
  
United States of America

7. Number of Shares Sole Voting Power  
Beneficially Owned by 0  
Each Reporting Person  
with

8. Shared Voting Power  
0

9. Sole Dispositive Power  
0

10. Shared Dispositive Power  
5,154,948

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-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,154,948  
-----

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

13. Percent of Class Represented by Amount in Row (11)  
9.6%  
-----

14. Type of Reporting Person (See Instructions)  
IN  
-----

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Robert Gardiner Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
(a) {X}  
(b) { }

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
N/A  
-----



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5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). { }

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power  
Beneficially Owned by 0  
Each Reporting Person  
with

8. Shared Voting Power  
0

9. Sole Dispositive Power  
0

10. Shared Dispositive Power  
5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,154,948

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

13. Percent of Class Represented by Amount in Row (11)  
9.6%

14. Type of Reporting Person (See Instructions)  
IN

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1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Alexandra C. Goelet

---

2. Check the Appropriate Box if a Member of a Group

(a)  }  
(b)  }

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)

N/A

---

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

---

6. Citizenship or Place of Organization

United States of America

---

7. Number of Shares Sole Voting Power  
Beneficially Owned by 0  
Each Reporting Person  
with

8. Shared Voting Power  
0

---

9. Sole Dispositive Power  
0

---

10. Shared Dispositive Power  
5,154,948

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,154,948

---

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

13. Percent of Class Represented by Amount in Row (11)  
9.6%

14. Type of Reporting Person (See Instructions)  
IN

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CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Henrietta Goelet

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

3. SEC Use Only

4. Source of Funds (See Instructions)  
N/A

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e). { }

6. Citizenship or Place of Organization  
United States of America and United Kingdom



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(a)  }  
(b)  }

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
N/A  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  }  
-----

6. Citizenship or Place of Organization  
France  
-----

7. Number of Shares Sole Voting Power  
Beneficially Owned by 0  
Each Reporting Person  
with  
-----

8. Shared Voting Power  
0  
-----

9. Sole Dispositive Power  
0  
-----

10. Shared Dispositive Power  
5,154,948  
-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,154,948  
-----

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

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

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9.6%

-----  
14. Type of Reporting Person (See Instructions)

IN  
-----

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CUSIP No. 730448107  
-----

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Robert S. Rich  
-----

2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)

N/A  
-----

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

6. Citizenship or Place of Organization

United States of America  
-----

7.                   Number of Shares                   Sole Voting Power  
Beneficially Owned by                   0  
Each Reporting Person  
with  
-----

8.                   Shared Voting Power  
0

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9. Sole Dispositive Power  
0

10. Shared Dispositive Power  
5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,154,948

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

13. Percent of Class Represented by Amount in Row (11)  
9.6%

14. Type of Reporting Person (See Instructions)  
IN

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CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Goelet, LLC

2. Check the Appropriate Box if a Member of a Group  
(a) {X}  
(b) { }

3. SEC Use Only

4. Source of Funds (See Instructions)

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N/A

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e). { }

6. Citizenship or Place of Organization

Delaware

7. Number of Shares Sole Voting Power  
Beneficially Owned by 0  
Each Reporting Person  
with

8. Shared Voting Power  
0

9. Sole Dispositive Power  
0

10. Shared Dispositive Power  
5,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,154,948

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

13. Percent of Class Represented by Amount in Row (11)  
9.6%

14. Type of Reporting Person (See Instructions)  
00



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This Amendment No. 3 to Schedule 13D amends and supplements the Joint Statement on Schedule 13D (the "Schedule 13D") filed by the parties named herein with the Securities and Exchange Commission on March 26, 2001, as amended by Amendment No.1, filed on October 10, 2001 and Amendment No.2, filed on November 15, 2001 (as so amended, the "Schedule 13D"). Except as specifically amended below, all other provisions of the Schedule 13D remain in effect. Capitalized terms not defined herein have the meanings assigned to such terms in the Schedule 13D.

### Item 2. Identity and Background

Item 2 is hereby amended and restated as follows:

This statement is filed on behalf of the group of former shareholders of NORIC Corporation, a New York corporation ("NORIC"), consisting of certain trusts for the benefit of the descendants of Robert Walton Goelet, the trustees of these trusts, as well as Arthur Field, Gilbert Kerlin and his affiliate, Windward Oil & Gas Corporation, a Delaware corporation, all listed below (collectively, the "Group"). If no address is given, the person's business address is c/o Goelet, LLC, 425 Park Avenue, 28th floor, New York, New York 10022.

Robert G. Goelet, Philip Goelet, Edmond de La Haye Joussetin, John H. Manice and Pamela Manice are trustees of the following trusts for the benefit of Beatrice G. Manice: (i) Trust under Agreement dated August 26, 1930, (ii) Trust under Agreement dated July 27, 1935, and (iii) Trust under the Will of Robert Walton Goelet.

Alexandra C. Goelet, Philip Goelet and Edmond de La Haye Joussetin are trustees of the following trusts for the benefit of Robert G. Goelet: (i) Trust under Agreement dated August 26, 1930, and (ii) Trust under the Will of Robert Walton Goelet. In addition, Robert G. Goelet is a trustee of the trust under the Will of Robert Walton Goelet for the benefit of Robert G. Goelet.

Alexandra C. Goelet, Philip Goelet, Edmond de La Haye Joussetin, Alexandra Gardiner Goelet and Robert Gardiner Goelet are trustees under the trust dated July 27, 1935 for the benefit of Robert G. Goelet.

Robert G. Goelet, Philip Goelet and Edmond de La Haye Joussetin are trustees of the trust under Agreement dated July 27, 1935 for the benefit of Francis Goelet.

Robert G. Goelet, Christopher Goelet, Philip Goelet, Edmond de La Haye Joussetin and Robert S. Rich are trustees of the following trusts for the benefit of John Goelet: (i) Trust under Agreement dated December 18, 1931, (ii) Trust under Agreement dated July 27, 1935 and (iii) Trust under the Will of Robert Walton Goelet.

Henrietta Goelet and Robert S. Rich are trustees of the trust under Agreement dated December 17, 1976 for the benefit of grandchildren of John Goelet.

Amelia M. Berkowitz, Robert G. Goelet, Philip Goelet and Edmond de La Haye Joussetin are trustees of the trust under Agreement dated September 4, 1980 for the benefit of Anne de La Haye Joussetin.

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Robert G. Goelet is the Chairman of Goelet, LLC.

John H. Manice is a consultant at Strategen, LLC, located at 405 Park Avenue, Suite 1701, New York, NY 10022. Strategen, LLC is engaged in the business of healthcare consulting.

Robert G. Manice is a self-employed artist. His business address is 305 Newbury Street, Boston, MA 02116.

Pamela Manice is an educator.

RGG Limited Partnership is a Delaware limited partnership. The general partner of RGG Limited Partnership is Robert G. Goelet.

Philip Goelet is an executive at Red Abbey, LLC, located at 2330 West Joppa Road, Suite 330, Lutherville, MD 21093. Red Abbey, LLC is engaged in the business of biotechnology investment and management.

Christopher Goelet is an executive at Red Abbey, LLC, located at 2330 West Joppa Road, Suite 330, Lutherville, MD 21093. Red Abbey, LLC is engaged in the business of biotechnology investment and management.

Gilbert Kerlin is of Counsel at the law firm of Shearman & Sterling, located at 599 Lexington Avenue, New York, NY 10022.

Windward Oil & Gas Corporation, a Delaware corporation, is engaged in the business of oil and gas exploration and development, with the address of its principal business at 4605 Post Oak Place Drive, Suite 220, Houston, Texas 77027. The names of the executive officers of Windward Oil & Gas Corporation are set forth below:

Gilbert Kerlin	Director and President
Randall K. Sadler	Director, Secretary and Treasurer
Michael Becci	Executive Officer
James A. Winne	Executive Officer

Arthur N. Field is President of GxG Management, LLC, located at 444 Madison Avenue, 19th Floor, New York, NY 10022.

Robert Gardiner Goelet is a student.

Alexandra Gardiner Goelet is employed by JP Morgan Chase.

Amelia M. Berkowitz, Alexandra C. Goelet and Henrietta Goelet are homemakers.

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Edmond de La Haye Jousselin is an executive at Worms Asset Management, located at 55 Rue de La Boetie, Paris 75008, France. Worms Asset Management is engaged in the financial services business.

Robert S. Rich is an executive at The Antelope Company, located at 555 Seventeenth Street, Suite 2400, Denver, CO 80202. The Antelope Company is engaged in the management services business.

Goelet, LLC is a Delaware limited liability company engaged in the business of financial services and management. The names of the executive officers of Goelet, LLC are set forth below:

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Robert G. Goelet  
Robert W. Kiley  
Mark Rosenbaum

Chairman  
President and Chief Operating Officer  
Vice President, Chief Financial Officer,  
Treasurer and Assistant Secretary

During the last five years, none of the members of the Group or the executive officers of Goelet, LLC has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was 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 violations with respect to such laws.

For item (f), see cover pages 2 through 35.

Windward Oil & Gas Corporation has disposed of the remaining Shares held by it in the transactions reported on previous amendments to this Schedule 13D. From and after the date hereof, Windward Oil & Gas Corporation has no further filing obligations under Section 13(d) of the Exchange Act with respect to the equity securities of Pogo, this Schedule 13D shall cease to constitute a joint statement on Schedule 13D with respect to such entity and shall instead constitute a joint statement on Schedule 13D exclusively with respect to the remaining members of the Group. Windward Oil & Gas shall also cease to be a party to the Second Amended and Restated Joint Filing Agreement after the date hereof.

#### Item 4. Purpose of Transaction

Item 4 is hereby amended by adding the following at the end thereof:

Members of the Group sold a total of 1,000,000 shares of Pogo Common Stock in market transactions through a broker-dealer from February 5, 2002, to March 6, 2002. Depending upon market conditions it is possible that members of the Group may dispose of additional Shares from time to time, subject to the limitations set forth in the Registration Rights Agreement. Pursuant to the Registration Rights Agreement, Selling Stockholders as a group are

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not entitled to sell in the aggregate more than 1,000,000 Shares during any period of 90 consecutive days during the twelve-month period that commenced on January 31, 2002.

Except as described above, members of the Group currently have no plans or proposals that relate to or would result in any of the actions set forth in part (a) through (j) of Item 4.

#### Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated to read as follows:

(a) In the aggregate, the Group beneficially owns 5,154,948 Shares of Pogo Common Stock, representing 9.6% of the outstanding Pogo Common Stock.

(b) The Registration Rights Agreement requires the members of the Group to cooperate with respect to the disposition of their Shares on the public markets, therefore the members of the Group have shared dispositive power with respect to

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all 5,154,948 Shares and sole dispositive power with respect to none of the Shares. So long as the Group holds in the aggregate more than 10% of the outstanding shares of Pogo Common Stock, the Standstill and Voting Agreement requires the Group to vote their Shares either (i) in accordance with the recommendation of the board of directors of Pogo or (ii) in equal proportion to the votes cast by Pogo shareholders that are not members of the Group. Because the members of the Group now hold, in the aggregate less than 10% of the outstanding shares of Pogo Common Stock, the members of the Group have sole voting power with respect to the Shares that such Group member holds.

Each member of the Group disclaims beneficial ownership of the Shares not owned by either (i) such member, (ii) a trust of which such member is a trustee, (iii) a limited partnership of which such member is a general partner or (iv) a controlled affiliate of such member. Accordingly:

(1) the Trust under Agreement dated August 26, 1930 for the benefit for Beatrice G. Manice disclaims beneficial ownership of 4,457,901 Shares,

(2) the Trust under Agreement dated July 27, 1935 for the benefit of Beatrice G. Manice disclaims beneficial ownership of 4,930,897 shares,

(3) the Trust under the Will of Robert Walton Goelet for the benefit of Beatrice G. Manice disclaims beneficial ownership of 5,005,581 Shares,

(4) the Trust under Agreement dated August 26, 1930 for the benefit of Robert G. Goelet disclaims beneficial ownership of 4,149,678 Shares,

(5) the Trust under Agreement dated July 27, 1935 for the benefit of Robert G. Goelet disclaims beneficial ownership of 4,831,825 Shares,

(6) the Trust under the Will of Robert Walton Goelet for the benefit of Robert G. Goelet disclaims beneficial ownership of 4,831,826 Shares,

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(7) the Trust under Agreement dated July 27, 1935 for the benefit of Francis Goelet disclaims beneficial ownership of 4,930,897 Shares,

(8) the Trust under Agreement dated December 18, 1931 for the benefit of John Goelet disclaims beneficial ownership of 4,766,210 Shares,

(9) the Trust under Agreement dated December 17, 1976 for the benefit of grandchildren of John Goelet disclaims beneficial ownership of 5,087,711 Shares,

(10) the Trust under Agreement dated July 27, 1935 for the benefit of John Goelet disclaims beneficial ownership of 4,988,246 Shares,

(11) the Trust under the Will of Robert Walton Goelet for the benefit of John Goelet disclaims beneficial ownership of 4,976,113 Shares,

(12) the Trust under Agreement dated September 4, 1980 for the benefit of Anne de La Haye Jousselein disclaims beneficial ownership of 5,108,174 Shares,

(13) Robert G. Goelet disclaims beneficial ownership of 4,715,457 Shares,

(14) John H. Manice disclaims beneficial ownership of 5,130,466 Shares,

(15) Robert G. Manice disclaims beneficial ownership of 5,146,251 Shares (the Shares beneficially owned by Robert G. Manice also include 2,589 Shares

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held by him as custodian for his three minor children under the New York Uniform Transfers to Minors Act),

- (16) Amelia M. Berkowitz disclaims beneficial ownership of 5,132,888 Shares,
- (17) Pamela Manice disclaims beneficial ownership of 5,130,649 Shares,
- (18) Philip Goelet disclaims beneficial ownership of 5,112,650 Shares,
- (19) Christopher Goelet disclaims beneficial ownership of 5,113,793 Shares,
- (20) Gilbert Kerlin disclaims beneficial ownership of 4,407,402 Shares,
- (21) Arthur N. Field disclaims beneficial ownership of 5,146,834 Shares,
- (22) Alexandra Gardiner Goelet disclaims beneficial ownership of 5,154,948 Shares,
- (23) Henrietta Goelet disclaims beneficial ownership of 5,154,948 Shares,
- (24) Edmond de La Haye Jouselin disclaims beneficial ownership of 5,154,948 Shares,
- (25) Robert S. Rich disclaims beneficial ownership of 5,154,948 Shares,

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- (26) RGG Limited Partnership disclaims beneficial ownership of 4,715,457 Shares,
- (27) Goelet, LLC disclaims beneficial ownership of all 5,154,948 Shares,
- (28) Robert Gardiner Goelet disclaims beneficial ownership of 5,154,948 Shares, and
- (29) Alexandra C. Goelet disclaims beneficial ownership of 5,154,948 Shares.

(c) Members of the Group sold a total of 1,000,000 shares of Pogo Common Stock in market transactions between February 5, 2002 and March 6, 2002 at a weighted average sales price of \$25.66 per share. The number of shares sold by each member of the Group, the weighted average sales price per share for sales by such Group member and the number of Shares held by each such Group member after giving effect to those sales are as set forth in Schedule I attached hereto. Except as described on Schedule I, members of the Group did not engage in any transaction concerning Pogo Common Stock during the last 60 days.

(d) None.

### Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended by adding the following at the end thereof:

8. Amended and Restated Joint Filing Agreement dated March 27, 2002, as required by Rule 13d-1(k).

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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.

Date: March 27, 2002

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ROBERT G. GOELET

/s/ Robert G. Goelet\*

-----  
As Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice; (d) the Trust u/w of Robert Walton Goelet f/b/o Robert G. Goelet; (e) the Trust u/a dated July 27, 1935 f/b/o Francis Goelet; (f) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (g) the Trust u/a dated July 27, 1935 f/b/o John Goelet; (h) the Trust u/w of Robert Walton Goelet f/b/o John Goelet; and (i) the Trust u/a dated September 4, 1980, as amended, f/b/o Anne de La Haye Jousselin

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JOHN H. MANICE

/s/ John H. Manice\*

-----  
Individually, and as Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; and (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice

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ROBERT G. MANICE

/s/ Robert G. Manice\*

-----  
Individually, and as custodian for Henry W. Manice, Emily P. Manice and Harriet W. Manice under the New York Uniform Transfers to Minors Act

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AMELIA M. BERKOWITZ

/s/ Amelia M. Berkowitz\*

-----  
Individually and as Trustee of the Trust u/a dated September 4, 1980, as amended, f/b/o Anne de La Haye Jousselein

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PAMELA MANICE

/s/ Pamela Manice\*

-----  
Individually and as Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; and (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice

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RGG LIMITED PARTNERSHIP

/s/ Robert G. Goelet\*

-----  
By: Robert G. Goelet  
Its: General Partner

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ROBERT GARDINER GOELET

/s/ Robert Gardiner Goelet\*

-----  
as Trustee of the Trust u/a dated July 27,  
1935 f/b/o Robert G. Goelet

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PHILIP GOELET

/s/ Philip Goelet\*

-----  
Individually and as Trustee of (a)  
the Trust u/a dated August 26, 1930  
f/b/o Beatrice G. Manice; (b) the  
Trust u/a dated July 27, 1935 f/b/o  
Beatrice G. Manice; (c) the Trust  
u/w of Robert Walton Goelet f/b/o  
Beatrice G. Manice; (d) the Trust  
u/a dated August 26, 1930 f/b/o  
Robert G. Goelet; (e) the Trust u/a  
dated July 27, 1935 f/b/o Robert G.  
Goelet; (f) the Trust u/w of Robert  
Walton Goelet f/b/o Robert G.  
Goelet; (g) the Trust u/a dated  
July 27, 1935 f/b/o Francis Goelet;  
(h) the Trust u/a dated December  
18, 1931 f/b/o John Goelet; (i) the  
Trust u/a dated July 27, 1935 f/b/o  
John Goelet; (j) the Trust u/w of  
Robert Walton Goelet f/b/o John  
Goelet; and (k) the Trust u/a dated  
September 4, 1980, as amended,  
f/b/o Anne de La Haye Jousselein

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CHRISTOPHER GOELET

/s/ Christopher Goelet\*

-----  
Individually and as Trustee of (a)



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the Trust u/a dated December 18, 1931 f/b/o John Goelet; (b) the Trust u/a dated July 27, 1935 f/b/o John Goelet; and (c) the Trust u/w of Robert Walton Goelet f/b/o John Goelet

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GILBERT KERLIN

/s/ Gilbert Kerlin\*

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WINDWARD OIL & GAS CORPORATION

/s/ Gilbert Kerlin\*

By: Gilbert Kerlin  
Its: President

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ARTHUR N. FIELD

/s/ Arthur N. Field\*

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HENRIETTA GOELET

/s/ Henrietta Goelet\*

As Trustee of the Trust u/a dated December 17, 1976 f/b/o grandchildren of John Goelet

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ALEXANDRA C. GOELET

/s/ Alexandra C. Goelet\*

-----  
As Trustee of (a) the Trust u/a  
dated August 26, 1930 f/b/o Robert  
G. Goelet; (b) the Trust u/a dated  
July 27, 1935 f/b/o Robert G.  
Goelet; and (c) the Trust u/w  
Robert Walton Goelet f/b/o Robert  
G. Goelet

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ALEXANDRA GARDINER GOELET

/s/ Alexandra Gardiner Goelet\*

-----  
as Trustee of the Trust u/a dated July 27,  
1935 f/b/o Robert  
G. Goelet

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EDMOND DE LA HAYE JOUSSELIN

/s/ Edmond De La Haye Jousselin\*

-----  
As Trustee of (a) the Trust u/a  
dated August 26, 1930 f/b/o  
Beatrice G. Manice; (b) the Trust  
u/a dated July 27, 1935 f/b/o  
Beatrice G. Manice; (c) the Trust  
u/w of Robert Walton Goelet f/b/o  
Beatrice G. Manice; (d) the Trust  
u/a dated August 26, 1930 f/b/o  
Robert G. Goelet; (e) the Trust u/a  
dated July 27, 1935 f/b/o Robert G.  
Goelet; (f) the Trust u/w of Robert  
Walton Goelet f/b/o Robert G.  
Goelet; (g) the Trust u/a dated  
July 27, 1935 f/b/o Francis Goelet;  
(h) the Trust u/a dated December  
18, 1931 f/b/o John Goelet; (i) the  
Trust u/a dated July 27, 1935 f/b/o

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John Goelet; (j) the Trust u/w of Robert Walton Goelet f/b/o John Goelet; and (k) the Trust u/a dated September 4, 1980, as amended, f/b/o Anne de La Haye Jousselin

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ROBERT S. RICH

/s/ Robert S. Rich\*

-----  
As Trustee of (a) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (b) the Trust u/a dated July 27, 1935 f/b/o John Goelet; (c) the Trust u/w of Robert Walton Goelet f/b/o John Goelet; and (d) the Trust u/a dated December 17, 1976 f/b/o grandchildren of John Goelet

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GOELET, LLC

/s/ Robert W. Kiley

-----  
By: Robert W. Kiley  
Its: President and Chief  
Operating Officer

/s/ Mark Rosenbaum

-----  
By: Mark Rosenbaum  
Its: Chief Financial Officer  
and Treasurer

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\*GOELET, LLC  
Attorney-in-fact

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/s/ Robert W. Kiley

-----  
 By: Robert W. Kiley  
 Its: President and Chief  
 Operating Officer

/s/ Mark Rosenbaum

-----  
 By: Mark Rosenbaum  
 Its: Chief Financial Officer  
 and Treasurer

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SCHEDULE I

Shareholder -----	Number of Shares Sold -----	Weighted Average Price per Share -----	Number Shares h after s Sale -----
Robert G. Goelet, Philip Goelet, Edmond de La Haye Jousselein, John H. Manice and Pamela Manice, as Trustees under Agreement dated August 26, 1930 for the benefit of Beatrice G. Manice	308,223	\$25.49	697,0
Robert G. Goelet, Philip Goelet, Edmond de La Haye Jousselein, John H. Manice and Pamela Manice, as Trustees under Agreement dated July 27, 1935 for the benefit of Beatrice G. Manice	99,072	\$26.99	224,0
Robert G. Goelet, Philip Goelet, Edmond de La Haye Jousselein, John H. Manice and Pamela Manice, as Trustees of the Trust under the Will of Robert Walton Goelet for the benefit of Beatrice G. Manice	66,047	\$27.01	149,3
Alexandra C. Goelet, Philip Goelet and Edmond de La Haye Jousselein, as Trustees under Agreement dated August 26, 1930 for the benefit of Robert G. Goelet	--	--	1,005,
Alexandra C. Goelet, Philip Goelet, Edmond de La	--	--	323,1

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Haye Jousselein, Alexandra Gardiner Goelet and Robert Gardiner Goelet, as Trustees under Agreement dated July 27, 1935 for the benefit of Robert G. Goelet

Alexandra C. Goelet, Philip Goelet, Robert G. Goelet and Edmond de La Haye Jousselein, as Trustees of the Trust under the Will of Robert Walton Goelet for the benefit of Robert G. Goelet

-- -- 323,1

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Shareholder -----	Number of Shares Sold -----	Weighted Average Price per Share -----	Number Shares h after s Sale -----
Robert G. Goelet, Philip Goelet and Edmond de La Haye Jousselein, as Trustees of the Trust under Agreement dated July 27, 1935 for the benefit of Francis Goelet	99,072	\$26.45	224,0
Robert G. Goelet, Philip Goelet, Christopher Goelet, Edmond de La Haye Jousselein and Robert S. Rich, as Trustees of the Trust under Agreement dated December 18, 1931 for the benefit of John Goelet	171,893	\$25.00	388,7
Henrietta Goelet and Robert S. Rich, as Trustees of the Trust under Agreement dated December 17, 1976 for the benefit of grandchildren of John Goelet	87,419	\$25.00	67,23
Robert G. Goelet, Philip Goelet, Christopher Goelet, Edmond de La Haye Jousselein and Robert S. Rich, as Trustees of the Trust under Agreement dated July 27, 1935 for the benefit of John Goelet	73,668	\$25.00	166,6
Robert G. Goelet, Philip Goelet, Christopher Goelet, Edmond de La Haye Jousselein and Robert S. Rich, as Trustees of the Trust under the Will of Robert Walton Goelet for the benefit of John Goelet	21,390	\$25.00	178,8
RGG Limited Partnership	--	--	385,6
John H. Manice	10,826	\$25.59	24,48
Robert G. Goelet, Philip Goelet, Edmond de La Haye Jousselein and Amelia M. Berkowitz, as Trustees of the Trust under Agreement dated September 4, 1980, as amended, for the benefit of Anne de La Haye Jousselein	--	--	46,77
Robert G. Manice	3,846	\$25.47	8,69

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Robert G. Manice, as custodian for Henry W. Manice under the New York Uniform Transfers to Minors Act	381	\$25.47	863
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Shareholder -----	Number of Shares Sold  -----	Weighted Average Price per Share  -----	Number Shares h after s Sale  -----
Robert G. Manice, as custodian for Emily P. Manice under the New York Uniform Transfers to Minors Act	381	\$25.47	863
Robert G. Manice as custodian for Harriet W. Manice under the New York Uniform Transfers to Minors Act	381	\$25.47	863
Amelia M. Berkowitz	9,754	\$27.59	22,06
Pamela Manice	10,745	\$25.00	24,29
Philip Goelet	18,704	\$25.00	42,29
Christopher Goelet	18,198	\$25.00	41,15
Gilbert Kerlin	--	--	747,5
Arthur N. Field	--	--	8,11