

STEELCASE INC
Form SC 13D/A
February 15, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a) UNDER THE SECURITIES
EXCHANGE ACT OF 1934**

(Amendment No. 3)

STEELCASE INC.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

858155203

(CUSIP Number)

Warner Norcross & Judd LLP
900 Fifth Third Center
111 Lyon Street, N.W.
Grand Rapids, Michigan 49503-2487
Attention: Jeffrey A. Ott
Telephone (616) 752-2000

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

December 16, 2005

(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. o

(Continued on the following pages)

(Page 1 of 5 Pages)

* 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.

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

W. Michael Van Haren

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

NUMBER OF	7	SOLE VOTING POWER	
SHARES			350
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			7,333,936
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING			350
PERSON WITH	10	SHARED DISPOSITIVE POWER	
			7,333,936

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,334,286

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.2%

14 TYPE OF REPORTING PERSON

IN

This Amendment No. 3 amends Mr. Van Haren's Amendment No. 2 on Schedule 13D filed September 28, 2005, which amended his Amendment No. 1 on Schedule 13D filed June 9, 2003, which amended his initial statement on Schedule 13D filed February 14, 2003, relating to the Issuer's securities.

Item 5. Interest in Securities of the Issuer

(a) The reporting person may be deemed to beneficially own 7,334,286 shares of the Issuer's stock, which would constitute 10.2% of the outstanding shares of Class A Common Stock.

The number of shares reported in this Item 5(a) includes 4,451,808 shares of Class B Common Stock of the Issuer which are immediately convertible into an equal number of shares of Class A Common Stock at the option of the holder. In addition, if shares of Class B Common Stock are transferred to any person other than a "Permitted Transferee" (as defined in the Issuer's Second Restated Articles of Incorporation), such shares are automatically converted on a share-for-share basis into shares of Class A Common Stock. Shares of Class B Common Stock of the Issuer have the same attributes as shares of Class A Common Stock of the Issuer except that each share of Class B Common Stock entitles the holder thereof to ten votes on all matters upon which shareholders have a right to vote and each share of Class A Common Stock entitles the holder thereof to one vote on such matters.

If all the outstanding shares of Class B Common Stock of the Issuer were converted into shares of Class A Common Stock, Mr. Van Haren may be deemed to beneficially own approximately 4.9% of the outstanding Class A Common Stock.

(b) The reporting person holds the sole power to vote and dispose of 350 shares of the Issuer's stock. The reporting person holds the shared power to vote and dispose of 7,333,936 shares of the Issuer's stock as co-trustee of the trusts holding such shares. The reporting person shares the power to vote and dispose of these 7,333,936 shares with Fifth Third Bank, co-trustee. Fifth Third Bank is a Michigan banking corporation located at Fifth Third Center, 111 Lyon Street N.W., Grand Rapids, Michigan 49503.

(c) During the past 60 days, the Peter Martin Wege Trust f/b/o Diana Wege sold the following shares of Class A Common Stock in the open market:

<u>Trade Date</u>	<u>Shares</u>	<u>Price/Share</u>
12/16/2005	10,000	\$15.30
12/16/2005	10,000	15.40
12/16/2005	10,000	15.55
12/16/2005	10,000	15.45
12/16/2005	10,000	15.51
12/21/2005	20,000	15.80
12/23/2005	4,600	15.90
12/28/2005	2,700	15.89
12/29/2005	12,700	15.89
01/04/2006	25,000	16.00

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<u>Trade Date</u>	<u>Shares</u>	<u>Price/Share</u>
01/09/2006	10,000	16.26
01/10/2006	20,000	16.50
01/10/2006	10,000	16.38
01/11/2006	10,000	16.56
01/11/2006	10,000	16.60
01/12/2006	25,000	16.77
01/19/2006	3,400	16.75
01/23/2006	6,600	16.75
01/27/2006	10,000	16.93
01/27/2006	5,300	16.96

In addition, on January 3, 2006, the Peter Martin Wege Trust f/b/o Diana Wege converted 500,000 shares of Class B Common Stock to 500,000 shares of Class A Common Stock.

During the past 60 days, the Peter Martin Wege Trust f/b/o Peter Martin Wege II sold the following shares of Class A Common Stock in the open market:

<u>Trade Date</u>	<u>Shares</u>	<u>Price/Share</u>
01/20/2006	100,000	\$16.55
01/27/2006	7,700	16.93
01/30/2006	4,000	16.81
01/30/2006	5,900	16.85
01/31/2006	4,100	16.87
01/31/2006	4,300	16.79
01/31/2006	19,100	16.82
02/01/2006	10,200	16.81
02/02/2006	14,400	16.80
02/03/2006	4,200	16.80
02/06/2006	3,350	16.82

In addition, on February 13, 2006, the Peter Martin Wege Trust f/b/o Peter Martin Wege II converted 325,000 shares of Class B Common Stock to 325,000 shares of Class A Common Stock.

On January 13, 2006, the Peter Martin Wege Trust f/b/o Johanna Osman converted 1,267,189 shares of Class B Common Stock to 1,267,189 shares of Class A Common Stock.

(d) Of the shares reported in Item 5(a) above, 389,939 Class A shares and 1,300,050 Class B shares are held by the Peter Martin Wege Trust f/b/o Diana Wege; 2,167,189 Class A shares are held by the Peter Martin Wege Trust f/b/o Johanna Osman; 2,807,189 Class B shares are held by the Peter Martin Wege Trust f/b/o Mary Goodwillie Nelson; and 325,000 Class A shares and 344,569 Class B shares are held by the Peter Martin Wege Trust f/b/o Peter M. Wege II. The named beneficiaries of these trusts do not have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

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(e) Not applicable.

SIGNATURES

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.

February 15, 2006

/s/ W. Michael Van Haren

W. Michael Van Haren