

CELADON GROUP INC  
Form SC 13D/A  
April 30, 2002

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 6(1))\*  
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CELADON GROUP, INC.  
(Name of Issuer)

Common Stock, \$.033 par value  
(Title of Class of Securities)

150838 10 0  
(CUSIP Number)  
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Howard Kailes, Esq.  
Krugman & Kailes LLP  
Park 80 West - Plaza Two  
Saddle Brook, New Jersey 07663  
(201) 845-3434

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

-----  
April 23, 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  
Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the  
following box.

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Note: Schedules filed in paper format shall include a signed  
original and five copies of the schedule, including all  
exhibits. See Rule 240.13d-7 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  
Notes).  
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(1) Constitutes Amendment No. 8 to Schedule 13G filed jointly  
by Hanseatic Corporation and Wolfgang Traber.

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CUSIP NO. 150838 10 0

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Hanseatic Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) -----

(b) -----

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  
WITH:

7 SOLE VOTING POWER

601,732

8 SHARED VOTING POWER

--

9 SOLE DISPOSITIVE POWER

601,732

10 SHARED DISPOSITIVE POWER

--

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

601,732

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

--

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

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7.9% (see footnote 1)

14 TYPE OF REPORTING PERSON\*

CO

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(1) Based upon an aggregate of 7,643,492 shares outstanding at February 14, 2002, as reported in the issuer's most recent Quarterly Report on Form 10-Q.

CUSIP NO. 150838 10 0

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Wolfgang Traber

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) -----

(b) -----

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  
WITH:

7 SOLE VOTING POWER

--

8 SHARED VOTING POWER

601,732 (see footnote 1)

9 SOLE DISPOSITIVE POWER

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10 SHARED DISPOSITIVE POWER

601,732 (see footnote 1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

601,732 (see footnote 1)

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

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

7.9% (see footnote 2)

14 TYPE OF REPORTING PERSON\*

IN

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(1) Represents shares beneficially owned by Hanseatic Corporation; the undersigned holds in excess of a majority of the shares of capital stock of Hanseatic Corporation.

(2) Based upon an aggregate of 7,643,492 shares outstanding at February 14, 2002, as reported in the issuer's most recent Quarterly Report on Form 10-Q.

INTRODUCTORY STATEMENT

Pursuant to Reg. Section 240.13d-2 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this Amendment No. 6 to Schedule 13D discloses changes in the Statement on Schedule 13D dated July 3, 1996, as amended by Amendment No. 1 thereto dated July 3, 1996, Amendment No. 2 thereto dated December 31, 1997, Amendment No. 3 thereto dated June 23, 1998, Amendment No. 4 thereto dated March 24, 2000 and Amendment No. 5 thereto dated June 30, 2001 (collectively, the "Amended Statement on Schedule 13D") filed jointly by Hanseatic Corporation ("Hanseatic") and Wolfgang Traber ("Traber"), and therefore does not restate the items therein in their entirety.

Item 1. Security and Issuer.

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This statement relates to shares of the common stock, \$.033 par value (the "Common Stock"), of Celadon Group, Inc., a Delaware corporation (the "Corporation"). The principal executive offices of the Corporation are located at One Celadon Drive, Indianapolis, Indiana 46235-4207.

Item 5. Interest in Securities of the Issuer.

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(a) As of April 30, 2002, Hanseatic beneficially owned, for purposes of Rule 13d-3 under the Exchange Act, 601,732 shares (the "Shares") of Common Stock, constituting, to the best of the knowledge of Hanseatic, 7.9% of the issued and outstanding shares of Common Stock.

Traber holds in excess of a majority of the shares of capital stock of Hanseatic and, accordingly, may be deemed beneficially to own the Shares, constituting, to the best of the knowledge of Traber, 7.9% of the issued and outstanding shares of Common Stock.

(b) Hanseatic has sole power to vote or to direct the vote of, and sole power to dispose or to direct the disposition of, the Shares.

Traber has shared power to vote or to direct the vote of, and shared power to dispose or to direct the disposition of, the Shares.

(c) During the sixty days prior to the filing of this statement, Hanseatic sold shares of Common Stock in open market brokerage transactions in the over-the-counter market as follows:

| Date of Transactions | Number of Shares of Common Stock Sold | Sale Price Per Share |
|----------------------|---------------------------------------|----------------------|
| -----                | -----                                 | -----                |
| March 14, 2002       | 11,000                                | \$6.80               |
| March 27, 2002       | 1,000                                 | 6.73                 |
| March 28, 2000       | 7,000                                 | 6.70                 |
| April 1, 2002        | 12,000                                | 6.68                 |
| April 16, 2002       | 2,900                                 | 6.75                 |
| April 17, 2002       | 3,000                                 | 6.68                 |
| April 18, 2002       | 39,000                                | 6.97                 |
| April 23, 2002       | 600                                   | 8.40                 |

(d) Hanseatic Americas LDC has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, an aggregate of 600,521 shares of Common Stock beneficially owned by Hanseatic, constituting approximately 7.9% of the outstanding Common Stock. In addition, certain clients of Hanseatic who provided funds for the purchase price of the 9.25% Senior Subordinated Note dated October 8, 1992 (the "Note") issued by the Corporation to Hanseatic have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the additional shares of Common Stock beneficially owned by Hanseatic which were obtained upon conversion of the Note in February 1994. No such client's interest in such dividends or proceeds relate to more than five percent of the outstanding Common Stock.

(e) Not applicable.

Item 7. Materials to be Filed as Exhibits.

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Exhibit A - Agreement pursuant to Rule 13d-1(k)(1)(iii)

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: April 30, 2002 HANSEATIC CORPORATION

By s/Bruce Beaty

-----  
Bruce Beaty,  
Vice President

Dated: April 30, 2002

s/Wolfgang Traber

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Wolfgang Traber

INDEX TO EXHIBITS

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Exhibit A - Agreement pursuant to Rule 13d-  
1(k)(1)(iii)

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