

Edgar Filing: AMSTER HOWARD - Form SC 13D/A

AMSTER HOWARD  
Form SC 13D/A  
February 08, 2008

OMB Number 3235-0145

United States  
Securities and Exchange Commission  
Washington DC 20549

Schedule 13D/A Amendment No. 3  
Under the Securities and Exchange Act of 1934

Fremont General Corporation  
Name of Issuer

common stock  
Title of Class of Securities

CUSIP Number 357288109

Howard Amster, 23811 Chagrin Blvd., Suite 200  
Beachwood, Ohio 44122-5525, 216 595-1047  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

February 5, 2008  
(Date of Event which Requires Filing of this Statement)

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

Note: Scheduled filed in paper format shall include a signed original and five copies of the schedule including all exhibits. See 240.13D-7 for other parties to who 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 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).

1	Name of Reporting Person	Howard Amster
2	If a member group	a) / /
b)	/X/	
3	SEC Use only	
4	Source of Funds	PF
5	Check if Disclosure	
6	Citizenship	U.S.A.

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Number of Shares	7	Sole Voting	793,453
Beneficially			
Owned By Each	8	Shared Voting	4,298,347
Reporting Person			
With	9	Sole Dispositive	793,453
	10	Shared Dispositive	4,298,347
11	Aggregate Amount Beneficially owned		2,731,639
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		3.43 %
14	Type of Reporting Person		IN

1	Name of Reporting Person		Howard M Amster 2005 Charitable Remainder Unitrust
2	If a member group	a)	/ /
b)	/X/		
3	SEC Use only		
4	Source of Funds	AF	
5	Check if Disclosure		
6	Citizenship	U.S.A.	
Number of Shares	7	Sole Voting	
Beneficially			
Owned By Each	8	Shared Voting	91,155
Reporting Person			
With	9	Sole Dispositive	
	10	Shared Dispositive	91,155
11	Aggregate Amount Beneficially owned		91,155
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		0.11 %
14	Type of Reporting Person		OO

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1	Name of Reporting Person		Howard Amster & Tamra F. Gould Charitable Remainder Unitrust
2	If a member group	a)	/ /
b)	/X/		
3	SEC Use only		
4	Source of Funds	AF	
5	Check if Disclosure		
6	Citizenship	U.S.A.	
	Number of Shares	7	Sole Voting
	Beneficially		
	Owned By Each	8	Shared Voting 95,292
	Reporting Person		
	With	9	Sole Dispositive
		10	Shared Dispositive 95,292
11	Aggregate Amount Beneficially owned		95,292
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		0.12
	%		
14	Type of Reporting Person		00

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1 Name of Reporting Person Amster Limited Partnership

2 If a member group a) / /  
 b) /X/

3 SEC Use only

4 Source of Funds WC

5 Check if Disclosure

6 Citizenship USA

Number of Shares 7 Sole Voting  
 Beneficially  
 Owned By Each 8 Shared Voting 18,100  
 Reporting Person  
 With 9 Sole Dispositive

10 Shared Dispositive 18,100

11 Aggregate Amount Beneficially owned 18,100

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.02 %

14 Type of Reporting Person PN

1 Name of Reporting Person Amster Trading Company

2 If a member group a) / /  
 b) /X/

3 SEC Use only

4 Source of Funds WC

5 Check if Disclosure

6 Citizenship USA

Number of Shares 7 Sole Voting

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Beneficially			
Owned By Each	8	Shared Voting	4,076,750
Reporting Person			
With		9	Sole Dispositive
		10	Shared Dispositive 4,076,750
11	Aggregate Amount Beneficially owned		1,920,086
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		2.41 %
14	Type of Reporting Person		CO

1	Name of Reporting Person	Amster Trading Company Charitable Remainder Unitrusts	
2	If a member group	a)	/ /
b)	/X/		
3	SEC Use only		
4	Source of Funds		AF
5	Check if Disclosure		
6	Citizenship		
Number of Shares	7	Sole Voting	
Beneficially			
Owned By Each	8	Shared Voting	2,156,664
Reporting Person			
With		9	Sole Dispositive
		10	Shared Dispositive 2,156,664
11	Aggregate Amount Beneficially owned		2,156,664
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		2.71 %
14	Type of Reporting Person		OO

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1	Name of Reporting Person	Tamra F. Gould		
2	If a member group	a)	/	/
c)	/X/			
3	SEC Use only			
4	Source of Funds	PF		
5	Check if Disclosure			
6	Citizenship	U.S.A.		
	Number of Shares	7	Sole Voting	65,500
	Beneficially			
	Owned By Each	8	Shared Voting	96,100
	Reporting Person			
	With	9	Sole Dispositive	65,500
		10	Shared Dispositive	96,100
11	Aggregate Amount Beneficially owned	161,600		
12	Check if Aggregate Amount (11) Excludes Certain Shares			
13	Percent of Class Represented by amount in row (11)	0.2	%	
14	Type of Reporting Person	IN		

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1 Name of Reporting Person First Amended and Restated Declaration of Trust of Tamra F. Gould

2 If a member group a) / /  
 b) /X/

3 SEC Use only

4 Source of Funds AF

5 Check if Disclosure

6 Citizenship U.S.A.

Number of Shares 7 Sole Voting Beneficially Owned By Each 8 Shared Voting 96,100 Reporting Person With 9 Sole Dispositive 10 Shared Dispositive 96,100

11 Aggregate Amount Beneficially owned 96,100

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.12 %

14 Type of Reporting Person 00

There are no changes to the Schedule 13D, as amended except as set forth in this third amendment.

Item 3. Source and Amount of Funds or Other Consideration

Howard Amster, in his personal and individual retirement accounts purchased an additional 430,553 common shares with personal funds without borrowing includes PIK shares received. The total consideration for these purchases is \$ 3,506,358.39. Howard Amster's total investment on 793,453 shares is \$ 11,105,319.01.

Howard M Amster Charitable Remainder Unitrust purchased an additional 4,300 common shares with trust assets without borrowing. The total consideration for this purchase was \$ 57,790.75.

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Howard M Amster 2005 Charitable Remainder Unitrust purchased an additional 121,500 common shares with trust assets without borrowing. The total consideration for these purchases is \$ 1,618,359.02. Howard M Amster 2005 Charitable Remainder Unitrust's total investment on 91,155 shares is \$ 1,206,969.22.

Amster Ltd. Partnership purchased an additional 7,000 common shares with partnership funds without borrowing. The total consideration for these purchases is \$ 35,996.00 bringing Amster Ltd. Partnership's total investment on 18,100 shares to \$ 228,955.57.

Amster Trading Company purchased an additional 622,836 common shares with working capital without borrowing includes PIK shares received. The total consideration for these purchases is \$ 2,306,581.60. Amster Trading Company's total investment on 1,920,086 shares is \$ 25,892,180.22.

Amster Trading Company Charitable Remainder Unitrusts purchased an additional 734,500 common shares with trust assets without borrowing. The total consideration for these purchases were \$ 5,613,662.48. Amster Trading Company Charitable Remainder Unitrusts's total investment on 2,156,664 shares is \$ 28,935,754.43.

Tamra F. Gould in her individual retirement account purchased an additional 42,500 common shares with personal funds without borrowing. The total consideration for these purchases is \$ 509,140.00 bringing Tamra F Gould in her individual retirement accounts total investment to \$ 926,902.47.

Gould Trading Company purchased an additional 60,000 common shares with working capital without borrowing. The total consideration for these purchases is \$ 441,491.80 bringing Gould Trading Company's total investment to \$ 957,405.30.

Let's Get Organized purchased an additional 225 common shares with working capital without borrowing. The total consideration for the purchase was \$ 3,103.00.

Pleasant Lake Apts. Corp. purchased an additional 2,000 common shares with working capital without borrowing. The total consideration for the purchase was \$ 27,530.90.

Pleasant Lake Apts. Ltd. Partnership purchased an additional 122,200 common shares with partnership funds without borrowing. The total consideration for those purchases were \$ 1,214,030.36.

Ramat Securities Ltd. purchased an additional 65,800 common shares with working capital without borrowing. The total consideration for those purchases were \$ 856,070.00.

Tova Financial, Inc. purchased an additional 5,594 common shares with working capital without borrowing. The total consideration for those purchases were \$ 45,025.34.



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Tova Financial, Inc. Charitable Remainder Unitrust purchased an additional 2,850 common shares with trust assets without borrowing. The total consideration for the purchase was \$ 14,799.10.

David Zlatin, in his individual retirement account purchased an additional 220 common shares with personal funds and without borrowing. The total consideration for the purchase was \$ 3,034.50.

Gilda Zlatin, in her individual retirement accounts purchased an additional 225 common shares with personal funds and without borrowing. The total consideration for the purchase was \$ 3,103.00.

### Item 4. Purpose of Transaction

The following acquired their shares or may be deemed to be a group for purposes of investment.

Howard Amster  
Howard M Amster 2005 Charitable Remainder Unitrust  
Howard Amster and Tamra F Gould Charitable Remainder Unitrust  
Amster Limited Partnership  
Amster Trading Company  
Amster Trading Company Charitable Remainder Unitrusts  
Tamra F. Gould  
First Amended and Restated Declaration of Trust of Tamra F. Gould

There are no present plans or proposals by this group of record or the beneficial owners as reported in this Schedule 13D amendment which relates to or would result in the following:

a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer provided, however, the reporting persons might acquire additional shares or other securities of the issuer or dispose of some or all of their shares depending upon market conditions and their personal circumstances;

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

The outstanding common shares of the Issuer is 79,630,085 shares as of October 31, 2007 referenced in the 10-Q for period ending September 30, 2007.

(a) (b) The aggregate amount owned by this Reporting Group is 5,236,350 shares or 6.57 % of the outstanding shares.

Howard Amster in his name and individual retirement accounts owns 793,453 shares or 1.00 % of the common outstanding shares.

Howard M Amster 2005 Charitable Remainder Unitrust owns 91,155 shares or 0.11 % of the common outstanding shares.

Howard Amster and Tamra F. Gould Charitable Remainder Unitrust owns 95,292 shares or 0.12 % of the common outstanding shares.

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Amster Ltd. Partnership owns 18,100 common shares or 0.02 % of the common outstanding shares

Amster Trading Company owns 1,920,086 shares or 2.41 % of the common outstanding shares.

Amster Trading Company Charitable Remainder Unitrusts own 2,156,664 shares or 2.71 % of the common outstanding shares.

Tamra F. Gould in her individual retirement account owns 65,500 common shares or 0.08 % of the common outstanding shares.

First Amended and Restated Declaration of Trust of Tamra F. Gould owns 96,100 or 0.12 % of the common outstanding shares.

### c) Description of Transactions

Transactions were executed on a listed stock exchange as an open market transaction with Bear, Stearns Securities Corp. as executing broker unless footnoted on the following table for Payment In Kind transfers (PIK), and transfer from Gould Trading to the First Amended Restated Declaration of Tamra F. Gould.

#### Buys

Identity	Date	Shares	Price	
Howard Amster	02/12/07	19,400	11.8324	
and various	02/20/07	8,000	13.7457	
Individual	02/22/07	180,000	12.7788	
Retirement Accounts	06/27/07	10,808	11.03	PIK
	09/07/07	77,100	4.8144	
	12/20/07	135,245	2.75	PIK
Howard M Amster	02/15/07	4,300	13.4225	
Charitable Remainder Unitrust				
Howard M Amster	02/14/07	109,500	13.542	
2005 Charitable	02/20/07	7,700	13.7457	
Remainder Unitrust	04/03/07	4,300	6.4691	
Amster Ltd.	04/04/07	2,000	5.90	
Partnership	09/07/07	5,000	4.8144	
Amster Trading	04/04/07	13,000	5.90	
Company	04/04/07	20,000	5.7849	
	06/27/07	13,250	11.03	PIK
	09/07/07	131,500	4.8144	
12/20/07	318,186	2.75		PIK
01/02/08	126,900	3.57		PIK
Amster Trading	02/12/07	8,800	11.8324	
Company Charitable	02/14/07	34,500	13.542	

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Remainder Unitrusts	02/15/07	11,700	13.4225
	02/20/07	126,500	13.7457
	03/27/07	10,000	7.724
	03/27/07	30,000	7.4297
	03/27/07	30,000	7.5395
	03/28/07	60,000	7.7239
	03/29/07	4,000	7.60
	03/29/07	10,000	7.4772
	03/29/07	11,000	7.5282
	03/30/07	20,000	6.9644
	03/30/07	25,000	7.0231
	03/30/07	25,000	7.0552
	04/03/07	10,700	6.4691
	04/03/07	8,600	6.8145
	08/06/07	53,900	4.7327
	09/10/07	146,500	4.5533
	09/11/07	8,300	4.5892
	10/01/07	100,000	3.7832
Tamra F. Gould	02/09/07	20,000	12.0264
Individual Retirement Account	02/12/07	22,500	11.9308
First Amended and Restated Declaration or Trust of Tamra F. Gould	01/02/08	92,000	Received from Gould Trading Co
Gould Trading Co	03/01/07	20,000	8.5766
	03/05/07	26,500	6.8438
	03/05/07	13,500	6.4726
Let's Get Organized	02/16/07	225	13.66
Pleasant Lake Apts. Ltd. Corp.	02/20/07	2,000	13.7457
Pleasant Lake Apts. Ltd. Partnership	02/20/07	60,800	13.7457
	04/03/07	11,400	6.8145
	04/04/07	25,000	6.0078
	04/04/07	25,000	5.942
Ramat Securities Ltd.	02/13/07	39,700	12.70596
	02/14/07	26,100	13.47291
Tova Financial Inc.	02/15/07	2,100	13.59
	09/07/07	3,494	4.693
Tova Financial, Inc. Charitable Remainder Unitrust	02/16/07	150	13.66
	09/07/07	2,700	4.693
David Zlatin in his individual retirement accounts	02/16/07	220	13.66
Gilda Zlatin in her individual retirement accounts	02/16/07	225	13.66

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Sells

Identity	Date	Shares	Price	
Howard Amster	07/16/07	65,000	10.4982	
and various	07/17/07	30,400	10.601	
Individual	07/17/07	11,000	11.2287	
Retirement Accounts	07/19/07	14,100	10.6518	
	12/07/07	68,700	2.6436	
	12/10/07	125,700	2.7701	
	12/11/07	30,000	3.067	
	12/13/07	5,500	3.06	
	12/27/07	75,000	3.9739	
	12/28/07	80,000	3.9355	
	01/02/08	61,000	3.6397	
	01/03/08	8,000	3.6149	
	01/17/08	150,000	3.5595	
	02/04/08	50,000	3.3505	
	02/05/08	685,700	3.2999	
	02/06/07	461,700	3.3476	
	02/07/08	50,050	3.304	
Howard M Amster	02/07/08	7,700	3.0304	
Charitable Remainder				
Unitrust				
Howard M Amster	12/20/07	135,245	2.75	PIK
2005 Charitable				
Remainder Unitrust				
Howard Amster	06/27/07	10,808	11.03	PIK
and Tamra F. Gould				
Charitable Remainder				
Unitrust				
Amster Trading	06/14/07	10,000	12.495	
Company	07/12/07	80,000	10.4786	
	07/13/07	107,651	10.5052	
	10/24/07	152,499	3.1584	
Amster Trading	06/27/07	13,250	11.03	PIK
Company Charitable	12/20/07	318,186	2.75	PIK
Remainder Unitrusts	01/02/08	126,900	3.57	PIK
Gould Trading Co.	01/02/08	92,000		Transferred
to First Amended and Restated Declaration of Trust of				
Tamra F. Gould				
Samuel J Heller	05/31/07	9,400	13.1064	
Irrevocable Trust				

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Let's Get Organized	12/04/07	475	2.2339
newAx, Inc.	06/04/07	12,800	13.0512
Pleasant Lake Apts. Corp.	02/07/08	5,450	3.0304
Pleasant Lake Apts. Ltd. Partnership	12/03/07 12/04/07 12/05/07 12/06/07	4,200 223,500 104,000 135,900	2.35 2.2339 2.2211 2.523
Ramat Securities Ltd.	02/28/07 02/28/07 03/27/07 03/28/07 03/29/07 03/30/07 04/03/07 04/04/07 07/02/07 07/11/07 07/11/07	41,600 20,000 70,400 60,000 25,000 70,000 35,000 85,000 83,000 1,000 101,000	9.6927 9.8235 7.51492 7.60543 7.47264 6.95984 6.22725 5.90815 11.089 10.75 10.71223
Tova Financial, Inc.	07/02/07 12/04/07	7,500 5,994	11.089 2.2339
Tova Financial, Inc. Charitable Remainder Unitrust	07/02/07 12/04/07	7,500 9,000	11.089 2.2339
ZAK Group LLC	01/03/08 02/07/08	4,000 3,900	3.50 3.0304
David Zlatin in his individual retirement accounts	12/04/07	3,661	2.2339
David Zlatin and Gilda Zlatin JTWROS	12/04/07	2,000	2.2339
Gilda Zlatin in her individual retirement accounts	12/04/07	1,130	2.2339

The following are no longer members of this filing group and disclaim ownership, shared voting, dispositive, pecuniary interest in Fremont General Corporation common shares.

Howard M Amster Charitable Remainder Unitrust  
Gould Trading Company  
Samuel J Heller  
Samuel J Heller Irrevocable Trust  
Let's Get Organized, Inc.  
newAx, Inc.  
Pleasant Lake Apts. Corp.

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Pleasant Lake Apts. Ltd. Partnership  
Ramat Securities Ltd.  
Tova Financial, Inc.  
Tova Financial, Inc. Charitable Remainder Unitrust  
ZAK Group, Ltd.  
David Zlatin  
David Zlatin and Gilda Zlatin as JTWROS  
Gilda Zlatin

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.

Date:               February 8, 2008

/s/  
Howard Amster

/s/  
Howard M Amster 2005 Charitable Remainder Unitrust  
By:       Howard Amster  
Title:   Trustee

/s/  
Howard Amster & Tamra F. Gould Charitable Remainder Unitrust  
By:       Howard Amster  
Title:   Trustee

/s/  
Amster Limited Partnership  
By:       Howard Amster  
Title:   General Partner

/s/  
Amster Trading Company  
By:       Howard Amster  
Title:   President

/s/  
Amster Trading Company Charitable Remainder Unitrusts  
By:       Howard Amster  
Title:   Trustee

/s/  
Tamra F. Gould

/s/  
First Amended and Restated Declaration  
Of Trust of Tamra F. Gould  
By:       Tamra F. Gould  
Title:   Trustee

