

Edgar Filing: FINANCIAL FEDERAL CORP - Form SC 13G/A

FINANCIAL FEDERAL CORP
Form SC 13G/A
February 13, 2004

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. _____2)*

(Name of Issuer) Financial Federal Corporation

(Title of Class of Securities) COMMON STOCK

(CUSIP Number) 317492106

(Date of Event Which Requires Filing of this Statement) December 31,
2003

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

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

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class
of securities, and for any subsequent amendment containing information
which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not
be deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934 ("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).

CUSIP No. 317492106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).
M.A. Weatherbie & Co., Inc. / 02-0484484

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

IS A DELAWARE CORPORATION

Number of Shares Beneficially Owned by Each Reporting
Person With

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- 5. Sole Voting Power
828,215
- 6. Shared Voting Power
0
- 7. Sole Dispositive Power
985,741
- 8. Shared Dispositive Power
0
- 9. Aggregate Amount Beneficially Owned by Each Reporting Person*
985,741
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)
- 11. Percent of Class Represented by Amount in Row (9)
5.29%
- 12. Type of Reporting Person (See Instructions)
IA

Item 1.

- (a) Name of Issuer FINANCIAL FEDERAL CORPORATION
- (b) Address of Issuer's Principal Executive Offices
733 THIRD AVENUE
NEW YORK, NY 10017

Item 2.

- (a) Name of Person Filing M.A. Weatherbie & Co., Inc. is a Delaware Corporation
- (b) Address of Principal Business Office or, if none, Residence
265 Franklin Street, Suite 1601
Boston, MA 02110
- (c) Citizenship M.A. Weatherbie & Co., Inc. is a Delaware Corporation
- (d) Title of Class of Securities Common Stock
- (e) CUSIP Number 317492106

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (e) M.A. Weatherbie & Co., Inc., is an investment adviser registered under section 203 of the Investment Advisers Act of 1940

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item

- (a) Amount beneficially owned:
M.A. Weatherbie & Co., Inc.

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Managed accounts 985,741
(b) Percent of class: 5.29%

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Not applicable.

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

February 13, 2004

Date

By: /S/ MATTHEW A. WEATHERBIE

Signature

Matthew A. Weatherbie,

President

United States

Securities and Exchange Commission

Schedule 13G/A

(cover page)

FINANCIAL FEDERAL CORPORATION (Issuer)

Box 9. The reported shares are owned by several accounts managed, with discretion to purchase or sell securities, by M.A. Weatherbie & Co., Inc., a registered investment adviser.

M.A. Weatherbie & Co., Inc., disclaims beneficial ownership of the shares reported.

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UNDERTAKING

The undersigned agrees to file the attached Statement of Beneficial Ownership on Schedule 13G/A with the U.S. Securities Exchange Commission and FINANCIAL FEDERAL CORPORATION

Dated: February 13, 2004

M.A. WEATHERBIE & CO., INC.

By: /S/ MATTHEW A. WEATHERBIE

Matthew A. Weatherbie,
President