

KENSICO CAPITAL MANAGEMENT CORP
Form SC 13G/A
February 14, 2006

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

SCHEDULE 13G
(RULE 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

INTERGRAPH CORPORATION

(Name of Issuer)

Common Stock, par value \$.10

(Title of Class of Securities)

458683109

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

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

Kensico Capital Management Corp.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|---|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 624,549 Shares |
| | 6. | SHARED VOTING POWER 0 |
| | 7. | SOLE DISPOSITIVE POWER 624,549 Shares |
| | 8. | SHARED DISPOSITIVE POWER 0 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

624,549 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.1%

12. TYPE OF REPORTING PERSON*

CO

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

Michael Lowenstein

(a)

14. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b)

15. SEC USE ONLY

16. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

17. SOLE VOTING POWER
624,549 Shares

18. SHARED VOTING POWER
0

19. SOLE DISPOSITIVE POWER
624,549 Shares

20. SHARED DISPOSITIVE POWER
0

21. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

624,549 Shares

22. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

23. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.1%

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24. TYPE OF REPORTING PERSON*

IN;HC

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

Thomas J. Coleman

(a)

26. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b)

27. SEC USE ONLY

28. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

29. SOLE VOTING POWER
672,582 Shares

30. SHARED VOTING POWER
0

31. SOLE DISPOSITIVE POWER
672,582 Shares

32. SHARED DISPOSITIVE POWER
0

33. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

672,582 Shares

34. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

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35. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.2%

36. TYPE OF REPORTING PERSON*

IN; HC

Item 1(a). NAME OF ISSUER

The name of the issuer to which this filing on Schedule 13G relates is Intergraph Corporation. (the "Issuer").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The principal executive offices of the Issuer are located at One Madison Industrial Park IW 2000, Huntsville, Alabama 35894-0001.

Item 2(a). NAME OF PERSON FILING

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Kensico Capital Management Corp. ("Kensico Capital Management")
- ii) Michael Lowenstein ("Mr. Lowenstein"); and
- iii) Thomas J. Coleman (Mr. Coleman).

This statement relates to shares (as defined herein) held for the accounts of Kensico Partners, L.P., a Delaware limited partnership ("Kensico Associates"), Kensico Offshore Fund, Ltd., a limited liability company organized under the laws of the Cayman Islands, B.W.I. ("Kensico Offshore"), Kensico Drawdown Fund, L.P., a Delaware limited partnership, and Kensico American Drawdown Fund, L.P., a Delaware limited partnership ("Kensico American Drawdown" and, together with Kensico Partners, Kensico Associates, Kensico Drawdown and Kensico Offshore, the "Funds"). Kensico Capital Management serves as investment manager to the Funds and, in such capacity, may be deemed to have voting and dispositive power over the Shares held for the accounts of the Funds. Kensico Capital LLC, a Delaware limited liability company ("Kensico Capital"), serves as General Partner of the Funds, other than Kensico Offshore and Kensico Drawdown. Kensico Drawdown LLC serves as the General Partner of Kensico Drawdown. Mr. Lowenstein and Mr. Coleman serve as Co-Presidents of Kensico Capital Management and are Managing Members of Kensico Capital.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The principal business address of each of the Reporting Persons is 55 Railroad Avenue, Greenwich, CT 06830.

Item 2(c). CITIZENSHIP

- i) Kensico Capital Management is a Delaware corporation;
- ii) Mr. Lowenstein is a citizen of the United States; and

iii) Mr. Coleman is a citizen of the United States.

Item 2(d). TITLE OF CLASS OF SECURITIES

The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Stock, \$0.10 Par Value (the "Shares").

Item 2(e). CUSIP NUMBER

The CUSIP number of the Company's Common Stock is 4586833109.

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS. 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A: Not applicable.

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with ss.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13d-1(c), CHECK THIS BOX.

Item 4. OWNERSHIP

Item 4(a). AMOUNT BENEFICIALLY OWNED

- i) As of December 31, 2005, each of Kensico Capital Management and Mr. Lowenstein may be deemed to be the beneficial owner of the 624,549 Shares held for the accounts of the Funds.
- ii) As of December 31, 2005, Mr. Coleman may be deemed to be the beneficial owner of 672,582 Shares. This amount consists of (A) 624,549 Shares held for the accounts of the Funds, and (B) 48,033 Shares held for the account of Mr. Coleman's personal account.

Item 4(b). PERCENT OF CLASS

- i) The number of Shares of which each of Kensico Capital Management and Mr. Lowenstein may be deemed to be the beneficial owner constitutes

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2.1% of the total number of Shares outstanding, based upon information provided by the Issuer in its September 30, 2005 Form 10-Q, the number of Shares outstanding was 29,067,111 as of October 31, 2005.

- ii) The number of Shares of which Mr. Coleman may be deemed to be the beneficial owner constitutes 2.2% of the total number of Shares outstanding.

Item 4(c). NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

Kensico Capital Management

- i) sole power to vote or to direct the vote:
- ii) shared power to vote or to direct the vote:
- iii) sole power to dispose or to direct the disposition of:
- iv) shared power to dispose or to direct the disposition of:

Mr. Lowenstein

- i) sole power to vote or to direct the vote:
- ii) shared power to vote or to direct the vote:
- iii) sole power to dispose or to direct the disposition of:
- iv) shared power to dispose or to direct the disposition of:

Mr. Coleman

- i) sole power to vote or to direct the vote:
- ii) shared power to vote or to direct the vote:
- iii) sole power to dispose or to direct the disposition of:
- iv) shared power to dispose or to direct the disposition of:

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 Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

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:

Not Applicable.

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Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

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Not Applicable.

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Item 10. CERTIFICATION

Inasmuch as the reporting persons are no longer the beneficial owners of more than five percent of the number of shares outstanding, the reporting persons have no further reporting obligation under Section 13(d) of the Securities and Exchange Commission thereunder, and the reporting persons have no obligation to amend this Statement if any material change occurs in the facts set forth herein. By signing below, the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above 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.

Dated: February 14, 2006

KENSICO CAPITAL MANAGEMENT CORP.

By:

Name: Michael Lowenstein
Authorized Signatory

Dated: February 14, 2006

MICHAEL LOWENSTEIN

Dated: February 14, 2006

THOMAS J. COLEMAN

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SIGNATURES

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

Dated: February 14, 2006

KENSICO CAPITAL MANAGEMENT CORP.

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By:

Name: Michael Lowenstein
Authorized Signatory

Dated: February 14, 2006

MICHAEL LOWENSTEIN

Dated: February 14, 2006

THOMAS J. COLEMAN

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EXHIBIT INDEX

A. Joint Filing Agreement dated as of December 31, 2005, by and among Kensico Capital Management Company, Mr. Michael Lowenstein, and Mr. Thomas J. Coleman

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that this statement of Schedule 13G with respect to the common stock of Intergraph Corporation, dated as of December 31, 2005 is, and any amendments thereto (including amendments on 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 14, 2006

KENSICO CAPITAL MANAGEMENT CORP.

By: /s/ Michael Lowenstein

Name: Michael Lowenstein
Authorized Signatory

Dated: February 14, 2006

MICHAEL LOWENSTEIN

/s/ Michael Lowenstein

Dated: February 14, 2006

THOMAS J. COLEMAN

/s/ Thomas J. Coleman

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