

STERLING CHEMICALS INC
 Form 5/A
 March 08, 2005

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
RESURGENCE ASSET MANAGEMENT INTERNATIONAL LLC

(Last) (First) (Middle)

10 NEW KING STREET

(Street)

WHITE PLAINS, NY 10604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STERLING CHEMICALS INC [SCHI.OB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/15/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security					or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		(A)	(D)			(A)	(D)				
Preferred Stock	Â	03/31/2004	03/31/2004	J	14.647	Â	Â (2)	Â (2)	Common Stock	14,647	
Preferred Stock	Â	06/30/2004	06/30/2004	J	15.233	Â	Â (2)	Â (2)	Common Stock	15,233	
Preferred Stock	Â	09/30/2004	09/30/2004	J	15.842	Â	Â (2)	Â (2)	Common Stock	15,842	
Preferred Stock	Â	12/31/2004	12/31/2004	J	16.475 <u>(4)</u>	Â	Â (2)	Â (2)	Common Stock	16,475 <u>(4)</u>	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RESURGENCE ASSET MANAGEMENT INTERNATIONAL LLC
10 NEW KING STREET
WHITE PLAINS, NY 10604

Â Â X Â Â

Signatures

/s/ Martin D. Sass

03/04/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Preferred Stock converts to Common Stock on a one-for-one thousand basis.
- (2) The Preferred Stock is convertible into Common Stock at any time.
- (3) The Preferred Stock was acquired from the Issuer through a paid-in-kind dividend.
- (4) The change in amount reflects the correction of an immaterial discrepancy in the number of securities held by Resurgence Asset Management International, L.L.C. ("RAMI") at the time of the initial filing of this Form 5.
- (5) RAMI exercises voting and dispositive power over the Issuer's securities solely in RAMI's capacity as sole special shareholder of and sole investment advisor of M.D. Sass Corporate Resurgence International, Ltd. Accordingly, RAMI may be deemed to share voting and dispositive power with M.D. Sass Corporate Resurgence Partners International Ltd. Mr. Martin D. Sass serves as Chairman and Chief Executive Officer of RAMI and M.D. Sass Investors Services, Inc. ("Sass Investors Services"). Sass Investor Services is the sole member

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of RAMI. In addition, funds which have invested side by side with funds managed by RAMI and Resurgence Asset Management, L.L.C. beneficially own an additional 82,880 shares of the Issuer's Common Stock in the aggregate.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.