

LENNAR CORP /NEW/
Form SC 13D/A
December 16, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 2
TO
SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Rule 13d-101)

LENNAR CORPORATION
(Name of Issuer)

CLASS B COMMON STOCK, PAR VALUE \$0.10 PER SHARE
(Title of Class of Securities)

526057302
(CUSIP Number)

David W. Bernstein, Esq.
Clifford Chance US LLP
31 West 52nd Street
New York, New York 10019
(212) 878-8000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 16, 2005
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

MP ALPHA HOLDINGS LLLP

Edgar Filing: LENNAR CORP /NEW/ - Form SC 13D/A

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

3. SEC USE ONLY

4. SOURCES OF FUNDS
NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |

6. CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

| | |
|---|--------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE VOTING POWER |
| | ----- |
| | 8. SHARED VOTING POWER 20,683,654 |
| | ----- |
| 9. SOLE DISPOSITIVE POWER | |
| ----- | |
| 10. SHARED DISPOSITIVE POWER 20,683,654 | |
| ----- | |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
20,683,654

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
63.7%

14. TYPE OF REPORTING PERSON
PN

2

CUSIP No. 526057302 13D Page 3 of 10 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
MP ALPHA HOLDINGS LLLP INVESTMENTS TRUST

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

(b)

3. SEC USE ONLY

4. SOURCES OF FUNDS

NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | |
|---|------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE VOTING POWER |
| | ----- |
| | 8. SHARED VOTING POWER |
| | 20,683,654 |
| | ----- |
| | 9. SOLE DISPOSITIVE POWER |
| | ----- |
| | 10. SHARED DISPOSITIVE POWER |
| | 20,683,654 |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,683,654

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

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

63.7%

14. TYPE OF REPORTING PERSON

00

3

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

LMM FAMILY CORP.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

Edgar Filing: LENNAR CORP /NEW/ - Form SC 13D/A

4. SOURCES OF FUNDS

NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | |
|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE VOTING POWER ----- 8. SHARED VOTING POWER 21,204,314 ----- 9. SOLE DISPOSITIVE POWER ----- 10. SHARED DISPOSITIVE POWER 21,204,314 ----- |
|---|---|

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,204,314

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |_ |

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

65.3%

14. TYPE OF REPORTING PERSON

CO

4

CUSIP No. 526057302 13D Page 5 of 10 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

MATERIAL TRUST I CREATED UNDER LEONARD MILLER AMENDED AND RESTATED REVOCABLE TRUST AGREEMENT DATED JUNE 8, 2001

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X|
(b) |_ |

3. SEC USE ONLY

Edgar Filing: LENNAR CORP /NEW/ - Form SC 13D/A

4. SOURCES OF FUNDS

NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7. SOLE VOTING POWER

8. SHARED VOTING POWER
21,204,314

9. SOLE DISPOSITIVE POWER

10. SHARED DISPOSITIVE POWER
21,204,314

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
21,204,314

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
65.3%

14. TYPE OF REPORTING PERSON
00

5

CUSIP No. 526057302

13D

Page 6 of 10 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

THE MILLER CHARITABLE FUND, LLLP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. SOURCES OF FUNDS

NOT APPLICABLE

Edgar Filing: LENNAR CORP /NEW/ - Form SC 13D/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

| | |
|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE VOTING POWER |
| | 8. SHARED VOTING POWER 520,660 |
| | 9. SOLE DISPOSITIVE POWER |
| | 10. SHARED DISPOSITIVE POWER 520,660 |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
520,660

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.6%

14. TYPE OF REPORTING PERSON
PN

6

CUSIP No. 526057302 13D Page 7 of 10 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
THE MILLER CHARITABLE FUND, LLLP INVESTMENTS TRUST

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

3. SEC USE ONLY

4. SOURCES OF FUNDS
NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

| | |
|---|---|
| 6. CITIZENSHIP OR PLACE OF ORGANIZATION | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE VOTING POWER |
| | 8. SHARED VOTING POWER 520,660 |
| | 9. SOLE DISPOSITIVE POWER |
| | 10. SHARED DISPOSITIVE POWER 520,660 |
| 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 520,660 |
| 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | _ |
| 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 1.6% |
| 14. TYPE OF REPORTING PERSON | 00 |

Item 5. Interest in Securities of the Issuer.

Item 5 is amended by adding at the end of the text responding to paragraphs (a)-(b) the following:

On January 20, 2004, MP Alpha Holdings LLLP (then named "LLM Family Partnership, L.P.") received 10,341,827 shares of Class B common stock, and The Miller Charitable Fund, LLLP received 260,330 shares of Class B common stock, as a result of a two-for-one stock split in the form of a 100% stock dividend.

On April 1, 2005, the name of LMM Family Partnership, L.P. was changed to MP Alpha Holdings LP. Also on April 1, 2005, MP Alpha Holdings LP became a limited liability limited partnership and is referred to as MP Alpha Holdings LLLP. The Miller Charitable Fund, L.P. is also now a limited liability limited partnership and is referred to as The Miller Charitable Fund, LLLP.

On December 16, 2005, MP Alpha Holdings LLLP transferred all of its 20,683,654 shares of Class B common stock to MP Alpha Holdings LLLP Investments Trust. A copy of the MP Alpha Holdings LLLP Investments Trust Agreement is attached as Exhibit 7.02. As a result of this transaction, on December 16, 2005, MP Alpha Holdings LLLP Investments Trust became a beneficial owner of, with voting and dispositive power over, a total of 20,683,654 shares of Class B common stock of the Company.

Edgar Filing: LENNAR CORP /NEW/ - Form SC 13D/A

On December 16, 2005, The Miller Charitable Fund, LLLP transferred 520,660 shares to the Miller Charitable Fund LLLP Investments Trust. A copy of the Miller Charitable Fund LLLP Investments Trust Agreement is attached as Exhibit 7.03. As a result of this transaction, on December 16, 2005, the Miller Charitable Fund LLLP Investments Trust became a beneficial owner of, with voting and dispositive power over, a total of 520,660 shares of Class B common stock of the Company.

8

Item 7. Materials to be filed as Exhibits

- 7.01 Agreement relating to filing Joint Aquisition Statement Pursuant to Rule 13d(1)(k)(1).
- 7.02 MP Alpha Holdings LLLP Investments Trust Agreement.
- 7.03 The Miller Charitable Fund LLLP Investments Trust Agreement.

9

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David W. Bernstein, his true and lawful attorney-in-fact and agent, with full power of substitution, to sign in any and all capacities any and all amendments to this Statement on Schedule 13D and to file those amendments and all exhibits to them and other documents to be filed in connection with them with the Securities and Exchange Commission.

SIGNATURES

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.

Dated: December 16, 2005

MP ALPHA HOLDINGS LLLP
By: LMM Family Corp.
its general partner

By: /s/ Stuart A. Miller

Stuart A. Miller
President

Edgar Filing: LENNAR CORP /NEW/ - Form SC 13D/A

MP ALPHA HOLDINGS LLLP INVESTMENTS
TRUST

By: /s/ Stuart A. Miller

Stuart A. Miller
Trustee

LMM FAMILY CORP.

By: /s/ Stuart A. Miller

Stuart A. Miller
President

MARITAL TRUST I CREATED UNDER THE
LEONARD MILLER AMENDED AND RESTATED
REVOCABLE TRUST AGREEMENT DATED
JUNE 8, 2001

By: /s/ Stuart A. Miller

Stuart A. Miller
Trustee

THE MILLER CHARITABLE FUND, LLLP
By: LLM Family Corp.
its general partner

By: /s/ Stuart A. Miller

Stuart A. Miller
President

THE MILLER CHARITABLE FUND LLLP
INVESTMENTS TRUST

By: /s/ Stuart A. Miller

Stuart A. Miller
Trustee