

LAMBERT WILLIAM M
Form SC 13D/A
June 25, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Mine Safety Appliances Company

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

602720 10 4

(CUSIP Number)

Nelson W. Winter, Esquire

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Reed Smith LLP

435 Sixth Avenue

Pittsburgh, Pennsylvania 15219

(412) 288-3310

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 24, 2004

(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 that 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. " * *

* 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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 602720 10 4

1) Names of Reporting Persons, I.R.S. Identification Nos. of above persons (entities only).

William M. Lambert

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

(a)

(b)

3) SEC Use Only

4) Source of Funds (See Instructions)

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5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization

U.S.A.

7) Sole Voting Power

NUMBER OF 256,261

SHARES 8) Shared Voting Power

BENEFICIALLY

OWNED BY 563,860

EACH 9) Sole Dispositive Power

REPORTING

PERSON 256,261

WITH 10) Shared Dispositive Power

563,860

11) Aggregate Amount Beneficially Owned by Each Reporting Person

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820,121

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11)

2.0%

14) Type of Reporting Person (See Instructions)

IN

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Item 1. Security and Issuer.

Common Stock, no par value (the Common Stock), of Mine Safety Appliances Company (the Company), P.O. Box 426, Pittsburgh, Pennsylvania 15230.

Item 2. Identity and Background.

- | | | |
|-----|--------------------------------|------------------------------------------------------------------------|
| (a) | Name of Person Filing: | William M. Lambert |
| (b) | Residence or Business Address: | Mine Safety Appliances Company
P.O. Box 426
Pittsburgh, PA 15230 |
| (c) | Present Principal Occupation: | Vice President of the Company; President, MSA
North America |

Item 5. Interest in Securities of the Issuer.

See Items 7 through 11 and 13 of the cover page.

On June 24, 2004, the undersigned and the other Trustees for the Company's Non-Contributory Pension Plan for Employees (Plan) entered into an Underwriting Agreement providing for the sale by the Plan of 2,068,674 shares of Common Stock at a price of \$29.00 per share and granting to the underwriters an option to purchase up to an additional 394,826 shares to cover over-allotments.

As a result, the undersigned is no longer the beneficial owner of more than 5% of the Company's outstanding Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

See Item 5.

Item 7. Material to Be Filed as Exhibits.

An Exhibit Index follows the Signature Page.

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.

/s/ Douglas K. McClaine

William M. Lambert

By: Douglas K. McClaine

Attorney-in Fact

Date: June 25, 2004

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EXHIBIT INDEX

Exhibit No.

Description and Method of Filing

1

Underwriting Agreement dated as of June 24, 2004, incorporated herein by reference to Exhibit 1.1 to the Company's Registration Statement on Form S-3 No. 333-114533.

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