

AVALON CABLE OF MICHIGAN INC/ Filed by LEVEL 3 COMMUNICATIONS INC

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 11/12/98

Address	105 CARNEGIE CENTER PRINCETON, NJ 08540
Telephone	2124504372
CIK	0001041855
SIC Code	4813 - Telephone Communications, Except Radiotelephone
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

AVALON CABLE OF MICHIGAN INC/

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 11/12/1998

Address	105 CARNEGIE CENTER PRINCETON, New Jersey 08540
Telephone	212-450-4372
CIK	0001041855
Fiscal Year	12/31

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 2)

CABLE MICHIGAN, INC.
(Name of Issuer)

COMMON STOCK
\$1.00 PAR VALUE
(Title of Class of Securities)

12685T103
(Cusip Number)

LEVEL 3 TELECOM HOLDINGS INC.
(Name of Persons Filing Statement)

Matthew J. Johnson, Esq.
c/o LEVEL 3 COMMUNICATIONS, INC.
1000 Kiewit Plaza
Omaha, Nebraska 68131
Tel No.:(402) 536-3613
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

November 6, 1998
(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 statement because of Rule 13d-1(b)(3) or (4), check the following: []

SCHEDULE 13D

CUSIP No. 12685T103

Page 2 of 4 Pages

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

Level 3 Telecom Holdings Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7

SOLE VOTING POWER

None

8

SHARED VOTING POWER

None

NUMBER OF SHARES
BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

9

SOLE DISPOSITIVE POWER

None

10

SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

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

0%

14 TYPE OF REPORTING PERSON*

*SEE INSTRUCTIONS BEFORE FILLING OUT!

The following information amends the Schedule 13D dated October
10, 1997, as previously amended (as amended, the "Schedule 13D").

Unless otherwise indicated, each capitalized term used but not
defined herein shall have the meaning assigned to such term in the Schedule
13D.

Item 4. Purpose of Transaction.

The response set forth in Item 4 of the Schedule 13D is hereby
amended by the following information:

On November 6, 1998, Merger Sub was merged with and into the
Company pursuant to the Merger Agreement. As a result of the Merger, the
Company became a wholly owned subsidiary of Buyer and each share of Common
Stock outstanding immediately prior to the Effective Time of the Merger (other
than shares held by the Company as treasury stock or owned by Buyer or any of
Buyer's subsidiaries immediately prior to the Effective Time of the Merger),
including each share of Common Stock owned by the Level 3 Companies and the
persons named on Schedule A or B, was converted into the right to receive
\$40.50 in cash per share.

Item 5. Interest in Securities of the Company.

The response set forth in Item 5 of the Schedule 13D is hereby
amended and restated as follows:

(a) and (b) None of the Level 3 Companies and none of the
persons named on Schedule A or B own any shares of Common Stock.

(c) Except as set forth in Item 4, no transactions in the
Common Stock were effected during the past 60 days or since the most recent
filing on Schedule 13D by the Level 3 Companies or, to the best knowledge of
the Level 3 Companies, by any of the persons named on Schedule A or B.

(d) Not applicable.

(e) On November 6, 1998 LTTH ceased to be the beneficial owner of more than five percent of the outstanding shares of Common Stock.

SIGNATURES

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

Date: November 10, 1998

LEVEL 3 TELECOM HOLDINGS INC.

By: /s/ Matthew J. Johnson

Name: Matthew J. Johnson
Title: Vice President
and Secretary

End of Filing

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