

CHAMPION ENTERPRISES INC

Form SC 13G

February 12, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 SCHEDULE 13G
Under the Securities Exchange Act of 1934 (Amendment No. 3)* Champion Enterprises, Inc. (Name of Issuer)
Common Stock (Title of Class of Securities) 158496109 (CUSIP Number) Check the following box if a fee is being
paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file
reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed
no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule
13d-7). *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
the disclosures provided in a prior cover page. The information required in 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). PAGE 1 OF 4 PAGES CUSIP No. 158496109 1) NAME OF REPORTING PERSON S.S. OR I.R.S.
IDENTIFICATION NO. OF ABOVE PERSON First Pacific Advisors, Inc. 04-3118452 2) CHECK THE
APPROPRIATE BOX IF A MEMBER OF A GROUP* (A) [] N/A (B) [] 3) SEC USE ONLY 4) CITIZENSHIP OR
PLACE OF ORGANIZATION Massachusetts (5) SOLE VOTING POWER -0- NUMBER OF SHARES (6)
SHARED VOTING POWER BENEFICIALLY 2,213,200 OWNED BY EACH REPORTING (7) SOLE
DISPOSITIVE POWER PERSON WITH -0- (8) SHARED DISPOSITIVE POWER 5,704,400 9) AGGREGATE
AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,704,400 10) CHECK IF THE
AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* N/A 11) PERCENT OF CLASS
REPRESENTED BY AMOUNT IN ROW 9 11.8 12) TYPE OF REPORTING PERSON* IA *SEE INSTRUCTION
BEFORE FILLING OUT! PAGE 2 OF 4 PAGES ITEM 1(a) NAME OF ISSUER. Champion Enterprises, Inc. ITEM
1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 2701 Cambridge Court, Suite 300, Auburn
Hills, MI 48326 ITEM 2(a) NAME OF PERSON FILING. First Pacific Advisors, Inc. ITEM 2(b) ADDRESS OF
PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE. 11400 West Olympic Boulevard, Suite 1200, Los
Angeles, CA 90064 ITEM 2(c) CITIZENSHIP OR PLACE OF ORGANIZATION. Massachusetts ITEM 2(d) TITLE
OF CLASS OF SECURITIES. Common Stock ITEM 2(e) CUSIP NUMBER. 158496109 ITEM 3 REPORTING
PERSON. See Item 12 on cover page ITEM 4 OWNERSHIP. See Items 5 - 11 on cover page ITEM 5 OWNERSHIP
OF FIVE PERCENT OR LESS OF A CLASS. N/A ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON
BEHALF OF ANOTHER PERSON. N/A ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE
SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING
COMPANY. N/A PAGE 3 OF 4 PAGES ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF
THE GROUP. N/A ITEM 9 NOTICE OF DISSOLUTION OF GROUP. N/A ITEM 10 CERTIFICATION. By
signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in
the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or
influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in
any transaction having such purpose or effect. 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. February 11, 2002 Date /s/ J.
Richard Atwood Signature J. Richard Atwood, Principal and Chief Operating Officer Name/Title PAGE 4 OF 4
PAGES