

VILLERE ST DENIS J & CO LLC  
Form SC 13G/A  
February 10, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 7)\*

SCP Pool Corporation

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

784028102

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(CUSIP Number)

\*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).

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CUSIP No. 784028102

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

St. Denis J. Villere & Company, L.L.C.  
I.R.S. Identification No. 72-0343760

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) / / (b) /X/

-----  
3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Louisiana

-----  
5 SOLE VOTING POWER

NUMBER OF

143,875

SHARES

-----  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,551,291

EACH

-----  
7 SOLE DISPOSITIVE POWER

REPORTING

143,875

PERSON

-----  
8 SHARED DISPOSITIVE POWER

WITH

1,551,291

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,695,166 Shares

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.79%

-----  
12 TYPE OF REPORTING PERSON\*

IA

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\*SEE INSTRUCTION BEFORE FILLING OUT!

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SCHEDULE 13G

ITEM 1.

This Schedule 13G relates to shares of the common stock (the "Shares") of

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SCP Pool Corporation, a Delaware corporation (the "Issuer"), whose principal executive offices are located at 109 Northpark Boulevard, Covington, Louisiana 70433-5001.

ITEM 2.

(a) - (c) The person filing this Schedule 13G is St. Denis J. Villere & Company, L.L.C., a Louisiana limited liability company ("Villere"), with its principal business office located at 210 Baronne Street, Suite 808, New Orleans, Louisiana 70112-1727.

(d) Title of Class of Securities: Common

(e) CUSIP Number: 784028102

ITEM 3.

Villere is filing this Schedule 13G as an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.

ITEM 4. Ownership.

(a) - (c) As of December 31, 2003, Villere was deemed to have or share voting or dispositive power over, and therefore to own beneficially, the number and percentage of Shares of the Issuer indicated below:

Number of Shares -----	Percentage of Outstanding Shares -----	Sole Voting Power -----	Shared Voting Power -----	Sole Dispositive Power -----
1,695,166	4.79%	143,875	1,551,291	143,875

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ITEM 5. Ownership of Five Percent or Less of a Class.

Villere has ceased to be the beneficial owner of more than five percent of common stock referenced herein.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

ITEM 8. Identification and Classification of Members of the Group.

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Not Applicable

ITEM 9. Notice of Dissolution of Group.

Not Applicable

ITEM 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purposes or effect.

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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.

Date: February 10, 2004

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ST. DENIS J. VILLERE & COMPANY, L.L.C.

By: /s/ George G. Villere

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George G. Villere  
Member

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