

BROOKSTONE INC
Form SC 13G/A
February 13, 2002

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Brookstone, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

114537103
(CUSIP Number)

December 31, 2001
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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).

1. NAME OF REPORTING PERSON
LOCKHEED MARTIN INVESTMENT MANAGEMENT COMPANY
S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
522060316

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CUSIP No. 114537103 13G/A

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF :5. SOLE VOTING POWER
SHARES : 241,800

BENEFICIALLY :6. SHARED VOTING POWER
OWNED : -0-

BY EACH :
REPORTING PERSON :7. SOLE DISPOSITIVE POWER
WITH : 241,800

:8. SHARED DISPOSITIVE POWER
: -0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

241,800

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
2.9%

12. TYPE OF REPORTING PERSON*

IA

Item 1(a). Name of Issuer:
Brookstone, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
17 Riverside Street
Nashua, NH 03062

Item 2(a). Name of Persons Filing:
Lockheed Martin Investment Management Company

Item 2(b). Address of Principal Business Office or, if none,
Residence:
Lockheed Martin Investment Management Company
6705 Rockledge Drive, Suite 550
Bethesda, Maryland 20817-1814

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Item 2(c). Citizenship:
Delaware

Item 2(d). Title and Class of Securities:
Common Stock

Item 2(e). CUSIP Number

114537103

Item 3. If this statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- (a) Amount beneficially owned: 241,800
- (b) Percent of class: 2.9%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 241,800
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 241,800
 - (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check

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the following [x].

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- 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:
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 are 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 purpose or effect.

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.

LOCKHEED MARTIN INVESTMENT MANAGEMENT COMPANY

By: /s/ George A. Jones
General Counsel
Dated February 13, 2002