

COLE NATIONAL CORP /DE/
Form SC 13G/A
February 10, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13D-102)

INFORMATION STATEMENT PURSUANT TO RULE 13D-1

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(FINAL AMENDMENT)

Cole National Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

193290103

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: COLE NATIONAL CORP /DE/ - Form SC 13G/A

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)

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

The PNC Financial Services Group, Inc.

25-1435979

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

a) ..

b) ..

3) SEC USE ONLY

4) Citizenship or Place of Organization

Pennsylvania

Number of 5) Sole Voting Power
Shares

Beneficially

*

Owned By

*See the response to Item 5.

Each

Reporting

6) Shared Voting Power

Person

*

With

*See the response to Item 5.

7) Sole Dispositive Power

*

*See the response to Item 5.

8) Shared Dispositive Power

*

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*See the response to Item 5.

9) Aggregate Amount Beneficially Owned by Each Reporting Person

*

*See the response to Item 5.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions

11) Percent of Class Represented by Amount in Row (9)

*

*See the response to Item 5.

12) Type of Reporting Person (See Instructions)

HC

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WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13D-102)

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Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bancorp, Inc.

51-0326854

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

a) "

b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

Number of 5) Sole Voting Power

Shares

Beneficially *

Owned By *See the response to Item 5.

Each 6) Shared Voting Power

Reporting

Person *

With *See the response to Item 5.

7) Sole Dispositive Power

*

*See the response to Item 5.

8) Shared Dispositive Power

*

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*See the response to Item 5.

9) Aggregate Amount Beneficially Owned by Each Reporting Person

*

*See the response to Item 5.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions

11) Percent of Class Represented by Amount in Row (9)

*

*See the response to Item 5.

12) Type of Reporting Person (See Instructions)

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Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bank, National Association

22-1146430

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

a) "

b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

United States

Number of 5) Sole Voting Power

Shares

Beneficially *

Owned By *See the response to Item 5.

Each 6) Shared Voting Power

Reporting

Person *

With *See the response to Item 5.

7) Sole Dispositive Power

*

*See the response to Item 5.

8) Shared Dispositive Power

*

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*See the response to Item 5.

9) Aggregate Amount Beneficially Owned by Each Reporting Person

*

*See the response to Item 5.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions

11) Percent of Class Represented by Amount in Row (9)

*

*See the response to Item 5.

12) Type of Reporting Person (See Instructions)

BK

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(RULE 13D-102)

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(FINAL AMENDMENT)

Cole National Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

193290103

(CUSIP Number)

December 31, 2004

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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)

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

BlackRock Advisors, Inc.

23-2784752

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

a) "

b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

Number of 5) Sole Voting Power

Shares

Beneficially *

Owned By *See the response to Item 5.

Each 6) Shared Voting Power

Reporting

Person *

With *See the response to Item 5.

7) Sole Dispositive Power

*

*See the response to Item 5.

8) Shared Dispositive Power

*

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*See the response to Item 5.

9) Aggregate Amount Beneficially Owned by Each Reporting Person

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*See the response to Item 5.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions

11) Percent of Class Represented by Amount in Row (9)

*

*See the response to Item 5.

12) Type of Reporting Person (See Instructions)

IA

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Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

BlackRock Capital Management, Inc.

51-0395386

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

a) "

b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

Number of 5) Sole Voting Power

Shares

Beneficially *

Owned By *See the response to Item 5.

Each 6) Shared Voting Power

Reporting

Person *

With *See the response to Item 5.

7) Sole Dispositive Power

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*See the response to Item 5.

8) Shared Dispositive Power

*

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*See the response to Item 5.

9) Aggregate Amount Beneficially Owned by Each Reporting Person

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*See the response to Item 5.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

See Instructions

11) Percent of Class Represented by Amount in Row (9)

*

*See the response to Item 5.

12) Type of Reporting Person (See Instructions)

IA

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Each reporting person has ceased to beneficially own more than 5% of the stock of the issuer.

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 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.

February 10, 2005

Date

By: /s/ Joan L. Gulley

Signature - The PNC Financial Services Group, Inc.

Joan L. Gulley, Vice President

Name & Title

February 10, 2005

Date

By: /s/ Maria C. Schaffer

Signature - PNC Bancorp, Inc.

Maria C. Schaffer, Executive Vice President

Name & Title

February 10, 2005

Date

By: /s/ Joan L. Gulley

Signature - PNC Bank, National Association

Joan L. Gulley, Executive Vice President

Name & Title

February 10, 2005

Date

By: /s/ Robert S. Kapito

Signature - BlackRock Advisors, Inc.

Robert S. Kapito, Vice Chairman

Name & Title

February 10, 2005

Date

By: /s/ Robert S. Kapito

Signature - BlackRock Capital Management, Inc.

Robert S. Kapito, Vice Chairman

Name & Title

AN AGREEMENT TO FILE A JOINT STATEMENT

WAS PREVIOUSLY FILED AS EXHIBIT A TO SCHEDULE 13G