

NOT PUBLIC

13FCONF 5/15/02

CONFIDENTIAL TREATMENT REQUESTED

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2000

Check here if Amendment [ ]; Amendment Number: \_\_\_\_\_  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Chesapeake Partners Management Co., Inc.  
Address: 1829 Reisterstown Road  
Suite 220  
Baltimore, Maryland 21208

Form 13F File Number: 28- 4120

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Mark D. Lerner  
Title: Vice President  
Phone: (410) 602-0195

Signature, Place, and Date of Signing:

/s/ Mark D. Lerner Baltimore, Maryland 11/14/00  
[Signature] [City, State] [Date]

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

OFFICE RECEIVED  
2000 NOV 15 AM 11:02  
OFFICE OF THE SECRETARY

CONFIDENTIAL TREATMENT DENIED



00 10 4581

PROCESSED

APR 08 2004

THOMSON  
FINANCIAL

**CONFIDENTIAL TREATMENT REQUESTED**

**FORM 13F SUMMARY PAGE**

**Report Summary:**

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 48

Form 13F Information Table Value Total: \$931,909  
(thousands)

**List of Other Included Managers:**

Provide a numbered list of name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

**None**

# **CONFIDENTIAL TREATMENT REQUESTED**

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
Aetna, Inc.	Common	008117103	28,584	492,300	SH		SOLE		SOLE		
Agribands Int'l	Common	00849R105	11,918	273,200	SH		SOLE		SOLE		
Associates First Cap	Common	046008108	53,322	1,403,200	SH		SOLE		SOLE		
AXA Financial	Common	002451102	37,928	744,600	SH		SOLE		SOLE		
AXA Financial	Common	002451102	5,094	100,000	SH	CALL	SOLE				NONE
Bank United Corp	Common	065412108	24,077	475,000	SH		SOLE		SOLE		
Circle.com	Common	832914204	2,263	770,250	SH		SOLE		SOLE		
Forcenergy.	Common	345206205	3,715	142,200	SH		SOLE		SOLE		
Fort James	Common	347471104	31,831	1,041,500	SH		SOLE		SOLE		
Global Crossing	Common	G3921a100	39,548	1,275,741	SH		SOLE		SOLE		
Infinity Broadcasting	Common	456625102	34,874	1,056,800	SH		SOLE		SOLE		

# CONFIDENTIAL TREATMENT REQUESTED

## FORM 13F INFORMATION TABLE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (\$1000)	COLUMN 5		COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY	
				SHRS OR PRN AMT	SH/ PRN			SOLE	NONE
JP Morgan	Common	616880100	1,634	10,000	SH	SOLE		SOLE	
Nabisco Group Hldgs	Common	62952P102	29,195	1,024,400	SH	SOLE		SOLE	
Nabisco Holdings	Common	629526104	72,407	1,347,100	SH	SOLE		SOLE	
Phoenix Investment	Common	719085102	194	12,500	SH	SOLE		SOLE	
Pinnacle Entertainment	Common	723456109	2,414	111,000	SH	SOLE		SOLE	
Premier National	Common	74053F107	456	22,500	SH	SOLE		SOLE	
Republic Group	Common	760473108	889	48,400	SH	SOLE		SOLE	
SDL Inc.	Common	784076101	46,088	149,000	SH	SOLE		SOLE	
Seagate Technology	Common	811804103	121,461	1,760,300	SH	SOLE		SOLE	
Seagrams	Common	811850106	58,586	1,020,000	SH	SOLE		SOLE	
Shaw Industries	Common	820286102	2,320	125,000	SH	SOLE		SOLE	
Terra Networks	Common	88100W103	368	10,000	SH	SOLE		SOLE	
Time Warner	Common	887315109	5,790	74,000	SH	SOLE		SOLE	
Union Carbide	Common	905581104	42,159	1,116,800	SH	SOLE		SOLE	
United Dominion	Common	909914103	14,449	610,000	SH	SOLE		SOLE	
Viacom Inc. CLB	Common	925524308	9,705	165,900	SH	SOLE		SOLE	

**CONFIDENTIAL TREATMENT REQUESTED**

FORM 13F INFORMATION TABLE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4		COLUMN 5		COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY	
			VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL			SOLE	SHARED NONE
Avis Group Hldgs	Common	053790101	14,721	496,900	SH		SOLE		SOLE	
Bangor Hydro	Common	060077104	2,317	95,800	SH		SOLE		SOLE	
Cohoes Bancorp	Common	192513109	760	44,400	SH		SOLE		SOLE	
Delhaize America	Common	246688105	5,261	322,335	SH		SOLE		SOLE	
Digex Inc.	Common	253756100	469	10,000	SH		SOLE		SOLE	
Flowers Industries	Common	343496105	2,633	135,000	SH		SOLE		SOLE	
Harcourt Intermedia Communications, Inc. Common	Common	41163G101	15,181	257,300	SH		SOLE		SOLE	
Communications, Inc. Common	Common	458801107	8,998	305,000	SH		SOLE		SOLE	
Keebler	Common	487256109	15,527	369,700	SH		SOLE		SOLE	
Keebler	Common	487256109	12,600	300,000	SH	PUT	SOLE		NONE	
Keebler	Common	487256109	6,090	145,000	SH	CALL	SOLE		NONE	
The Timber Group Thermo Cardiosystems	Common	373298702	2,059	76,600	SH		SOLE		SOLE	
Cardiosystems	Common	88355K200	4,194	475,900	SH		SOLE		SOLE	

# CONFIDENTIAL TREATMENT REQUESTED

## FORM 13F INFORMATION TABLE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5		COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY	
				SHRS OR PRN AMT	SH/ PRN			SOLE	NONE
Chris Craft	Common	170520100	16,516	200,500	SH	SOLE		SOLE	
CNA Surety	Common	12612L108	2,668	232,000	SH	SOLE		SOLE	
Delta Pine	Common	247357106	19,885	774,100	SH	SOLE		SOLE	
American Wireless	Common	001957406	3,027	145,000	SH	SOLE		SOLE	
AT&T	Common	001957109	35,800	1,218,752	SH	SOLE		SOLE	
AT&T	Common	001957109	8,813	300,000	SH	CALL		SOLE	NONE
AT&T	Common	001957109	2,938	100,000	SH	CALL		SOLE	NONE
VoiceStream	Common	928615103	70,183	604,700	SH	SOLE		SOLE	