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UNITED STATES SECURITIES AND EXCHANGE COMMISSION 13FCONP 5/21/01

Washington, D.C. 20549

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Form 13F-HR

Form 13F COVER PAGE



Report fo	r the Calendar Year of Quarter Ended: June 30, 2000	— 00 1	0 4256
	re if Amendment []; Amendment Number:endment (Check only one.): [] is a restatement adds new hold	nt. lings entries.	
THIS FO	RM 13F IS SUBJECT TO A REQUEST FOR CONFIL	DENTIAL TREATMENT	
Institution	nal Investment Manager Filing this Report:		
Name: Address:	endment (Check only one.): [] is a restatemer [] adds new hold RM 13F IS SUBJECT TO A REQUEST FOR CONFIL mal Investment Manager Filing this Report: Milton Arbitrage Partners LLC 165 Mason Street Greenwich, Connecticut 06830 File Number: 28-7416 autional investment manager filing this report and the p	NTIAL TREATMEN	
Form 13F	File Number: 28-7416	EXO	len.
correct ar are consider Person Si	person signing the report is authorized to submit it, the complete, and that it is understood that all required in dered integral parts of this form. gning this Report on Behalf of Reporting Manager:	hat all information contained l	herein is true,
Title: N	ames E. Buck II Nanaging Member 203)661-7022		THOMSON FINANCIAL
Signature	[Signature] Greewich, Connectice [City, State]	ut August (0,)	2000
Report Ty	ype (Check only one.):		
	3F HOLDINGS REPORT. (Check here if all holding nis report.)	gs of this reporting manager an	re reported in
	3F NOTICE. (Check here if no holdings reported are y other reporting manager(s).)	in this report, and all holdings	s are reported
[] 1	3F COMBINATION REPORT. (Check here if a	portion of the holdings for t	his reporting

manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F SUMMARY PAGE

Report Summary:	
Number of Other Included Managers:	0
Form 13F Information Table Entry Total:	30
Form 13F Information Table Value Total:	\$ 329,508 (thousands)
List of Other Included Managers:	

None

Form 13F INFORMATION TABLE - Milton Arbitrage Partners, LLC (quarter ending 6/30/2000) - CONFIDENTIAL

MARIA INC COMMON STOCK CUSP VALUE SHOR NO. SHOR NO. STA, RDD SHOR NO. AMEN INC COMMON STOCK (12274)16 (226) 117,300 SH SOLE 17,200 0 0 BURR BROWN CORP COMMON STOCK (12274)16 (17,300) SH SOLE 17,200 0 0 CENTRAL INC COMMON STOCK (12374)16 (17,300) SH SOLE 17,200 0 0 CENTRAL INC COMMON STOCK (12374)16 (17,200) SH SOLE 17,200 0 0 FIRST UTD BANCSHARES INC COMMON STOCK (12374)16 4,434 15,200 SH SOLE 17,300 0 0 FIRST UTD BANCSHARES INC COMMON STOCK (123746)16 4,434 16,500 SH SOLE 17,300 0 0 GEON CO COMMON STOCK (12374)16 13,230 SH SOLE 116,400 0 0 LLL BIOSYSTENDER COMMON STOCK (1	COLUMN I	COLUMN 2	COLUMN 3	COLUMN 4	COLUMNS	S Z		COLUMN 6	COLUMN 7	CO VOTING	COLUMN 8 VOTING AUTHORITY	≿ _
2,800 SH SOLE 382,800 0 7,900 SH SOLE 117,900 0 2,200 SH SOLE 12,200 0 19,600 SH SOLE 139,600 0 19,600 SH SOLE 239,150 0 19,150 SH SOLE 90,750 0 10,750 SH SOLE 90,750 0 10,750 SH SOLE 164,400 0 10,750 SH SOLE 116,400 0 13,23 SH SOLE 116,000 0 44,00 SH SOLE 116,000 0 43,00 SH SOLE 334,000 0 44,00 SH SOLE 324,700 0 45,00 SH SOLE 36,300 0 46,00	NAME OF ISSUER	•	CUSIP	VALUE (X1000)	SHRS OR PRN AMOUNT			NVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
17,900 SH SOLE 117,900 0 12,200 SH SOLE 12,200 0 12,200 SH SOLE 165,500 0 19,600 SH SOLE 139,600 0 19,150 SH SOLE 239,150 0 19,150 SH SOLE 90,750 0 10,750 SH SOLE 30,750 0 13,23 SH SOLE 14,400 0 13,23 SH SOLE 1104,300 0 13,23 SH SOLE 1104,300 0 13,23 SH SOLE 1104,300 0 14,00 SH SOLE 116,000 0 14,00 SH SOLE 334,000 0 14,00 SH SOLE 36,300 0 14,00 SH SOLE 166,900 0 16,300 SH SOLE 160,900 0	AMFM INC		001693100	26,413	382,800	SH		SOLE		382,800	0	0
2,200 SH SOLE 12,200 0 55,500 SH SOLE 165,500 0 99,600 SH SOLE 139,600 0 99,150 SH SOLE 239,150 0 90,750 SH SOLE 90,750 0 60,100 SH SOLE 275,700 0 15,700 SH SOLE 164,400 0 13,23 SH SOLE 164,400 0 14,300 SH SOLE 116,400 0 14,000 SH SOLE 334,800 0 14,000 SH SOLE 324,700 0 14,000 SH SOLE 36,300 0 14,000 SH SOLE 36,300 0 16,500 SH SOLE 16,900 0 16,500 SH SOLE 16,900 0 16,500 SH SOLE 16,900	BURR BROWN CORP	COMMON STOCK	122574106	10,220	117,900	SH		SOLE		117,900	0	0
55,500 SH SOLE 165,500 0 99,600 SH SOLE 139,600 0 99,150 SH SOLE 239,150 0 90,750 SH SOLE 90,750 0 66,100 SH SOLE 275,700 0 15,23 SH SOLE 164,400 0 15,23 SH SOLE 164,400 0 15,23 SH SOLE 164,400 0 13,23 SH SOLE 164,400 0 13,23 SH SOLE 137,100 0 14,400 SH SOLE 137,100 0 14,500 SH SOLE 334,000 0 14,000 SH SOLE 324,700 0 14,700 SH SOLE 36,300 0 16,500 SH SOLE 169,900 0 16,500 SH SOLE 169,900 0 16,500 SH SOLE 169,900 0 <td< td=""><td>CENTRAL NEWSPAPERS INC</td><td>CL A</td><td>154647101</td><td><i>11</i>2</td><td>12,200</td><td>SH</td><td></td><td>SOLE</td><td></td><td>12,200</td><td>0</td><td>0</td></td<>	CENTRAL NEWSPAPERS INC	CL A	154647101	<i>11</i> 2	12,200	SH		SOLE		12,200	0	0
99,600 SH SOLE 139,600 0 99,150 SH SOLE 90,750 0 66,100 SH SOLE 90,750 0 66,100 SH SOLE 275,700 0 11,323 SH SOLE 275,700 0 13,323 SH SOLE 164,400 0 14,300 SH SOLE 1,104,300 0 14,300 SH SOLE 115,000 0 14,000 SH SOLE 334,000 0 14,000 SH SOLE 324,700 0 14,000 SH SOLE 324,700 0 14,000 SH SOLE 324,700 0 14,000 SH SOLE 36,300 0 16,900 SH SOLE 36,300 0 16,900 SH SOLE 169,900 0	CMP GROUP INC	COMMON STOCK	125887109	4,851	165,500	SH		SOLE		165,500	0	0
19,150 SH SOLE 239,150 0 10,750 SH SOLE 90,750 0 16,100 SH SOLE 646,100 0 13,700 SH SOLE 275,700 0 13,323 SH SOLE 164,400 0 14,300 SH SOLE 1,104,300 0 14,300 SH SOLE 116,400 0 14,300 SH SOLE 116,000 0 14,000 SH SOLE 334,000 0 14,000 SH SOLE 36,300 0 14,000 SH SOLE 36,300 0 16,300 SH SOLE 36,300 0 16,900 SH SOLE 36,300 0 16,900 SH SOLE 166,900 0 16,900 SH SOLE 166,900 0	FIRST UTD BANCSHARES INC ARK	COMMON STOCK	33741E104	2,120	139,600	SH		SOLE		139,600	0	0
00,750 SH SOLE 90,750 0 16,100 SH SOLE 646,100 0 13,323 SH SOLE 275,700 0 11,323 SH SOLE 301,323 0 14,400 SH SOLE 164,400 0 14,300 SH SOLE 137,100 0 14,800 SH SOLE 434,800 0 16,000 SH SOLE 334,000 0 16,300 SH SOLE 354,700 0 16,300 SH SOLE 36,300 0 16,300 SH SOLE 169,900 0 16,300 SH SOLE 169,900 0 16,300 SH SOLE 169,900 0	GEON CO	COMMON STOCK	37246W105	4,424	239,150			SOLE		239,150	0	0
16,100 SH SOLE 646,100 0 17,2700 SH SOLE 275,700 0 11,323 SH SOLE 301,323 0 13,400 SH SOLE 164,400 0 14,400 SH SOLE 11,104,300 0 17,100 SH SOLE 137,100 0 17,100 SH SOLE 116,000 0 16,000 SH SOLE 324,000 0 16,300 SH SOLE 324,700 0 16,300 SH SOLE 36,300 0 16,300 SH SOLE 169,900 0	HANNAFORD BROS CO	COMMON STOCK	410550107	6,523	90,750	SH		SOLE		90,750	0	0
1,323 SOLE 275,700 0 1,323 SOLE 301,323 0 1,4400 SH SOLE 1,104,300 0 14,400 SH SOLE 1,104,300 0 17,100 SH SOLE 1,104,300 0 17,100 SH SOLE 434,800 0 16,000 SH SOLE 334,000 0 14,000 SH SOLE 324,700 0 16,300 SH SOLE 36,300 0 16,300 SH SOLE 36,300 0 16,300 SH SOLE 36,300 0 16,300 SH SOLE 169,900 0 16,900 SH SOLE 169,900 0	INTERNATIONAL HOME FOODS INC	COMMON STOCK	459655106	13,528	646,100	SH		SOLE		646,100	0	0
301,323 SH SOLE 301,323 0 34,400 SH SOLE 164,400 0 44,300 SH SOLE 1,104,300 0 74,300 SH SOLE 137,100 0 74,800 SH SOLE 116,000 0 66,000 SH SOLE 334,000 0 74,700 SH SOLE 36,300 0 66,300 SH SOLE 36,300 0 66,300 SH SOLE 169,900 0 66,300 SH SOLE 169,900 0	JUSTIN INDS INC	COMMON STOCK	482171105	160,9	275,700	HS		SOLE		275,700	0	0
44,400 SH SOLE 164,400 0 44,300 SH SOLE 1,104,300 0 44,300 SH SOLE 434,800 0 6,000 SH SOLE 334,000 0 6,000 SH SOLE 334,000 0 6,300 SH SOLE 36,300 0 66,300 SH SOLE 36,300 0 80,900 SH SOLE 169,900 0 99,900 SH SOLE 169,900 0 99,900 SH SOLE 169,900 0	LJL BIOSYSTEMS INC		501873103	5,838	301,323	SH		SOLE		301,323	0	0
14,300 SH SOLE 1,104,300 0 17,100 SH SOLE 137,100 0 14,800 SH SOLE 434,800 0 16,000 SH SOLE 116,000 0 14,000 SH SOLE 334,000 0 14,700 SH SOLE 324,700 0 16,300 SH SOLE 169,900 0	OCULAR SCIENCES INC		675744106	1,932	164,400	HS		SOLE		164,400	0	0
17,100 SOLE 137,100 0 14,800 SH SOLE 434,800 0 16,000 SH SOLE 334,000 0 14,000 SH SOLE 324,700 0 16,300 SH SOLE 36,300 0 16,300 SH SOLE 169,900 0 16,300 SH SOLE 169,900 0 16,300 SH SOLE 169,900 0	SANTA FE SNYDER CORP	COMMON STOCK	80218K105	12,651	1,104,300	SH		SOLE		1,104,300	0	0
44,800 SH SOLE 434,800 0 6,000 SH SOLE 116,000 0 14,000 SH SOLE 334,000 0 24,700 SH SOLE 36,300 0 16,300 SH SOLE 169,900 0 16,300 SH SOLE 169,900 0 16,300 SH SOLE 169,900 0	SEAGATE TECHNOLOGY	COMMON STOCK	811804103	7,541	137,100			SOLE		137,100	0	0
(6,000 SH SOLE 116,000 0 14,000 SH SOLE 334,000 0 14,700 SH SOLE 36,300 0 16,300 SH SOLE 169,900 0 16,900 SH SOLE 169,900 0 17,000 SH SOLE 169,900 0 17,000 SH SOLE	SFX ENTMT INC	CL A	784178105	19,702	434,800	SH		SOLE		434,800	0	0
14,000 SH SOLE 334,000 0 24,700 SH SOLE 324,700 0 6,300 SH SOLE 169,900 0 59,900 SH SOLE 0 69,900 SH SOLE 0 60,900 SH SOLE 0 70,900 SH SOLE 0 80,900 SH <td>SPIROS DEVELOPMENT CORP</td> <td>COMMON STOCK</td> <td>848936100</td> <td>1,726</td> <td>116,000</td> <td>SH</td> <td></td> <td>SOLE</td> <td></td> <td>116,000</td> <td>0</td> <td>0</td>	SPIROS DEVELOPMENT CORP	COMMON STOCK	848936100	1,726	116,000	SH		SOLE		116,000	0	0
14,700 SH SOLE 324,700 0 16,300 SH SOLE 36,300 0 19,900 SH SOLE 169,900 0 10,900 SH SOLE 169,900 0 10,900 SH SOLE 169,900 0	THERMOTREX CORP	COMMON STOCK	883666109	3,695	334,000	SH	-	SOLE		334,000	0	0
66,300 SH SOLE 36,300 0 99,900 SH SOLE 169,900 0 10,000 SH SOLE 169,900 0 10,000 SH SOLE 169,900 0 10,000 SH SOLE 169,900 0	VASTAR RES INC		922380100	26,686	324,700	SH		SOLE		324,700	0	0
99,900 SH SOLE 169,900 0	WESLEY JESSEN VISIONCARE INC		951018100	1,364	36,300	SH		SOLE		36,300	0	0
CONFIDENTIAL TREATMENT FOR THE ABOVE SECURITIES IS REQUESTED UNTIL NOVEMBER 15, 2000	YOUNG & RUBICAM INC	COMMON STOCK	987425105	9,716	169,900	SH		SOLE		169,900	0	0
CONFIDENTIAL TREATMENT FOR THE ABOVE SECURITIES IS REQUESTED UNTIL NOVEMBER 15, 2000												
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CONFIDENTIAL TREATMENT FOR THE ABOVE SECURITIES IS REQUESTED UNTIL NOVEMBER 15, 2000												
	CONFIDENTIAL TREATMENT FOR THE ABO	VE SECURITIES IS REQU	JESTED UNTIL	NOVEMBER	15, 2000	_	_					

Form 13F INFORMATION TABLE - Milton Arbitrage Partners, LLC (quarter ending 6/30/2000) - CONFIDENTIAL

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	MN 5		COLUMN 6	COLUMN 7	CC VOTING	COLUMN 8 VOTING AUTHORITY	₹ ——
NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X1000)	SHRS OR PRN AMOUNT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
BESTFOODS INC	COMMON STOCK	08658U101	29,320	423,400	HS		SOLE		423,400	0	0
CNA SURETY CORP	COMMON STOCK	12612L108	6,305	528,200	HS		SOLE		528,200	0	0
E TOWN CORP	COMMON STOCK	269242103	11,015	165,800	HS		SOLE		165,800	0	0
EASTERN ENTERPRISES	COMMON STOCK	27637F100	19,023	306,700	HS		SOLE		306,700	0	0
HAVEN BANCORP INC	COMMON STOCK	419352109	1,429	77,000	SH		SOLE		77,000	0	0
KEYSTONE FINANCIAL INC	COMMON STOCK	493482103	18,577	874,200	HS		SOLE		874,200	0	0
LG & E ENERGY CORP	COMMON STOCK	501917108	14,800	619,900	HS		SOLE		619,900	0	0
NABISCO HLDGS CORP	CL A	629526104	16,538	315,000	HS		SOLE		315,000	0	0
RELIASTAR FINL CORP COM	COMMON STOCK	75952U103	33,214	633,400	HS		SOLE		633,400	0	0
TELEGLOBE INC	COMMON STOCK	87941V100	6,319	300,000	SH		SOLE		300,000	0	0
UNION CARBIDE CORP	COMMON STOCK	905581104	7,235	146,160	SH		SOLE		146,160	0	0
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CONTENTENT TO THE ATMENT TO THE	THE ABOVE SECTIONES	le prolifere	מממם וודוגותו	NIAPV IS 2000							
CONFIDENTIAL TREATMENT FOR THE ABOVE SECURITIES IS REQUESTED UNTIL FEBRUARY 15, 2000	THE ABOVE SECURITIES	IS REQUESTED	ONTIL FEBR	UARY 15, 2000							