CHELSEA PROPERTY GROUP INC

Form SC 13G/A February 27, 2002

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)

CHELSEA PROPERTY GROUP
----(NAME OF ISSUER)

COMMON STOCK
-----(TITLE OF CLASS OF SECURITIES)

163421100 -----(CUSIP NUMBER)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE

/X/ RULE 13d-1(b)

// RULE 13d-1(c)

// RULE 13d-1(d)

IS FILED:

PAGE 1 OF 8 PAGES

1 NAME OF REPORTING PERSON:
LaSalle Investment Management, Inc.

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:
36-4160747

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

(a) /X/
(b) / /

4	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION		
	Maryland				
		5	SOLE VOTING POWER		
			57,150		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		 6	SHARED VOTING POWER		
			0		
		7	SOLE DISPOSITIVE POWER		
			57,150		
		8	S SHARED DISPOSITIVE POWER		
			71,700		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	128,850				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE				
10	CHECK BOX I	F THE A	AGGREGATE AMOUNT IN ROW (9) EXCLUDE	S CERTAIN SHARE	
10		ares be	eneficially owned by LaSalle Invest		
10	Excludes sh (Securities	ares be	eneficially owned by LaSalle Invest		
	Excludes sh (Securities	ares be	eneficially owned by LaSalle Invest		
	Excludes sh (Securities PERCENT OF	ares be	eneficially owned by LaSalle Invest: REPRESENTED BY AMOUNT IN ROW 9		
11	Excludes sh (Securities PERCENT OF	ares be	eneficially owned by LaSalle Invest: REPRESENTED BY AMOUNT IN ROW 9		
11	Excludes sh (Securities PERCENT OF 0.7% TYPE OF REP	ares be	eneficially owned by LaSalle Invest: REPRESENTED BY AMOUNT IN ROW 9 PERSON*		
11	Excludes sh (Securities PERCENT OF 0.7% TYPE OF REP	ares be	eneficially owned by LaSalle Invest: REPRESENTED BY AMOUNT IN ROW 9 PERSON* INSTRUCTIONS BEFORE FILLING OUT!		
11	Excludes sh (Securities PERCENT OF 0.7% TYPE OF REP	ares be	eneficially owned by LaSalle Invest: REPRESENTED BY AMOUNT IN ROW 9 PERSON*		
11	Excludes sh (Securities PERCENT OF 0.7% TYPE OF REP	ares be	eneficially owned by LaSalle Invest: REPRESENTED BY AMOUNT IN ROW 9 PERSON* INSTRUCTIONS BEFORE FILLING OUT!		
11	Excludes sh (Securities PERCENT OF 0.7% TYPE OF REP IA NAME OF REP	ares be), L.P. CLASS F ORTING *SEE I	eneficially owned by LaSalle Invests REPRESENTED BY AMOUNT IN ROW 9 PERSON* INSTRUCTIONS BEFORE FILLING OUT! 2		
11 12	Excludes sh (Securities PERCENT OF 0.7% TYPE OF REP IA NAME OF REP LaSalle Inv	*SEE I	PERSON: Management (Securities), L.P.		
11 12	Excludes sh (Securities PERCENT OF 0.7% TYPE OF REP IA NAME OF REP LaSalle Inv	*SEE I	eneficially owned by LaSalle Invests REPRESENTED BY AMOUNT IN ROW 9 PERSON* INSTRUCTIONS BEFORE FILLING OUT! 2		
11 12	Excludes sh (Securities PERCENT OF 0.7% TYPE OF REP IA NAME OF REP LaSalle Inv S.S. or I.R 36-3991973	*SEE I	PERSON: Management (Securities), L.P.		

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER		
			102,900		
		6	SHARED VOTING POWER		
			357,257		
		7	SOLE DISPOSITIVE POWER		
			97,400		
		8	SHARED DISPOSITIVE POWER		
377,007					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	474,407				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
	Excludes shar Management, I	neficially owned by LaSalle Investment			
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			EPRESENTED BY AMOUNT IN ROW 9		
	2.5%				
12	TYPE OF REPOR	F REPORTING PERSON*			
	IA				

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1.

- (a) Name of Issuer
 - Chelsea Property Group
- (b) Address of Issuer's Principal Executive Offices

103 Eisenhower Parkway Roseland, NJ 07068

ITEM 2.

LaSalle Investment Management, Inc. provides the following information:

(a) Name of Person Filing

LaSalle Investment Management, Inc.

Address of Principal Business Office or, if none, Residence

(b)

200 East Randolph Drive Chicago, Illinois 60601 (C) Citizenship Maryland (d) Title of Class of Securities Common Stock, \$.01 par value per share CUSIP Number (e) 411465107 LaSalle Investment Management (Securities), L.P. provides the following information: Name of Person Filing (a) LaSalle Investment Management (Securities), L.P. (b) Address of Principal Business Office or, if none, Residence 200 East Randolph Drive Chicago, Illinois 60601 (c) Citizenship Maryland 4 Title of Class of Securities (d) Common Stock, \$.01 par value per share (e) CUSIP Number 94856P102 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A: (a) // Broker or Dealer registered under Section 15 of the Act (b) // Bank as defined in Section 3(a)(6) of the Act (c) / / Insurance Company as defined in Section 3(a)(19) of the Act // Investment Company registered under Section 8 of the (d) Investment Company Act (e) /X/ Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940 (f) // Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of

- 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F)
- (h) / A savings association as defined in section 3(b) of the Federal Deposit Insurance Act
- (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
- (j) / Group, in accordance with Section 240.13d-1 (b) -1 (ii) (J)
- * This response is provided on behalf of LaSalle Investment Management, Inc. and LaSalle Investment Management (Securities), L.P., each an investment adviser under Section 203 of the Investment Advisers Act of 1940.

ITEM 4. OWNERSHIP

If the percent of the class owned, as of December 31 of the year covered by the statement, or as of the last day of any month described in Rule 13d-1(b)(2), if applicable, exceeds five percent, provide the following information as of that date and identify those shares which there is a right to acquire.

LaSalle Investment Management, Inc. provides the following information:

(a) Amount Beneficially Owned

128,850

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(b) Percent of Class

0.7%

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote

57,150

(ii) shared power to vote or to direct the vote

0

- (iii) sole power to dispose or to direct the disposition of 57,150
- (iv) shared power to dispose or to direct the disposition of

71,700

LaSalle Investment Management (Securities), L.P. provides the following information:

(a) Amount Beneficially Owned

474,407

(b) Percent of Class

2.5%

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote 102,900
 - (ii) shared power to vote or to direct the vote 357,257
 - (iii) sole power to dispose or to direct the disposition of 97,400
 - (iv) shared power to dispose or to direct the disposition of 377,007

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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 the following |X|.

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

The two members of the Group are: LaSalle Investment Management, Inc. ("LaSalle") and LaSalle Investment Management (Securities), L.P. ("LIMS").

LIMS is a Maryland limited partnership, the limited partner of which is LaSalle and the general partner of which is LaSalle Investment Management (Securities), Inc., a Maryland corporation, the sole stockholder of which is LaSalle. LaSalle and LIMS, each registered investment advisers, have different advisory clients.

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 in the ordinary course of

business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such 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.

The parties agree that this statement is filed on behalf of each of them.

Dated: February 14, 2002

LASALLE INVESTMENT MANAGEMENT, INC.

By: /s/ DENISE R. ORGANT

Name: Denise R. Organt Title: Vice President

LASALLE INVESTMENT MANAGEMENT (SECURITIES), L.P.

By: /s/ DENISE R. ORGANT

Name: Denise R. Organt Title: Vice President

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