

ROCKY SHOES & BOOTS INC

Form SC 13D/A

July 30, 2002

United States
Securities and Exchange Commission
Washington DC 20549

Schedule 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)
(Amendment No. 2) *

Rocky Shoes & Boots, Inc.
(Name of Issuer)

Common Shares, no par value
(Title of Class of Securities)

774830103
(CUSIP Number)

Thomas G. Berlin
37500 Eagle Road
Willoughby Hills, OH 44094
(440) 951-2655
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

July 24, 2002
(Date of Event which Requires Filing of this Statement)

If this filing person has previously filed a statement on Schedule 13G to
report this acquisition which is the subject of this Schedule 13D, and is
filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g),
check the following box / /.

Note: Six copies of this statement, including all exhibits, should be
filed with the Commission. See Rule 13d-7(b) for other parties to
whom copies are to be sent.

*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 disclosures provided in a prior cover page.

This information required on 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 Thomas G. Berlin

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2 If a member of a group a) / /
b) /X/

3 SEC Use only

4 Source of Funds AF, PF

5 Check if Disclosure of Legal Proceedings is Required

6 Citizenship or Place of Organization United States

Number of Shares

7 Sole Voting 9,250
Beneficially Owned
By Each Reporting
Person With

8 Shared Voting 259,139

9 Sole Dispositive 9,250

10 Shared Dispositive 259,139

11 Aggregate Amount Beneficially owned 268,389

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 5.97%

14 Type of Reporting Person IA, IN, OO

There are no changes to the Schedule 13D, except by Amendment #2 as follows:

Item 1. Security and Issuer.

The name of the issuer is Rocky Shoes & Boots, Inc. an Ohio Corporation (the "Issuer"), which has its principal executive offices at 39 East Canal Street, Nelsonville, OH 45764 (phone [740] 753-1951).

The title of the securities to which this Statement relates is the Issuer's Common Shares, no par value (the "Shares").

Item 2. Identity and Background.

(a) The name of the Reporting Person is Thomas G. Berlin.

(b) The Reporting Person's residence address is 37500 Eagle Road, Willoughby Hills, OH 44094.

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(c) The Reporting Person's principal occupation is investment adviser. The principal business where such employment is conducted is Berlin Financial Ltd. The address of Berlin Financial Ltd. is 23811 Chagrin Blvd., Suite 275, Beachwood, OH 4122.

(d)-(e) During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor has he been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation of such laws.

(f) Citizenship United States

Item 3. Source and Amount of Funds or Other Consideration.

The Reporting Person purchased and sold the Capital Shares (as defined in Item 5) in his capacity as the General Partner of Berlin Capital Growth, L.P. The purchase and sale of the Capital Shares was made by the Reporting Person on behalf of Berlin Capital Growth, L.P. in the Reporting Person's capacity as the General Partner of Berlin Capital Growth, L.P. and with funds provided by Berlin Capital Growth, L.P.

The Reporting Person purchased the Cover Shares (as defined in Item 5) in his capacity as an Investment Adviser of the Jack Cover IRA. The purchase of the Cover Shares was made by the Reporting Person on behalf of the Jack Cover IRA in the Reporting Person's capacity as an Investment Adviser of the Jack Cover IRA and with funds provided by the Jack Cover IRA.

The Reporting Person sold the Buckeye Shares (as defined in Item 5) in his capacity as an Investment Adviser of Buckeye Fabricators of Letonia Profit Sharing Plan. The sale of the Buckeye Shares was made by the Reporting Person on behalf of the Buckeye Fabricators of Letonia Profit Sharing Plan in the Reporting Person's capacity as an Investment Adviser of the Buckeye Fabricators of Letonia Profit Sharing Plan and with funds provided by the Buckeye Fabricators of Letonia Profit Sharing Plan.

Item 4. Purpose of Transaction.

(a)-(j) The Reporting Person purchased and sold the Capital Shares in his capacity as the General Partner and solely for investment purposes on behalf of Berlin Capital Growth, L.P.

The Reporting Person purchased the Cover Shares in his capacity as an Investment Adviser and solely for investment purposes on behalf of the Jack Cover IRA.

The Reporting Person sold the Buckeye Shares in his capacity as an Investment Adviser and solely for investment purposes on behalf of the Buckeye Fabricators of Letonia Profit Sharing Plan.

The Reporting Person purchased and sold the TGB Shares (as defined below) solely for investment purposes.

The acquisition by any member group of additional securities of the Issuer, or the disposition of securities of the Issuer provided,

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however, the reporting member group might acquire additional shares or other securities of the issuer or dispose of some or all of their shares depending upon market conditions and their personal circumstances.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Person has beneficial ownership of 268,389 Shares (the "Berlin Shares"). The Berlin Shares constitute 5.97% of the Shares Outstanding as of the Issuer's most recent available filing.

(b) The Reporting Person has the sole power to vote or to direct the vote or to dispose of or direct the disposition of 9,250 Shares (the "TGB" Shares).

The Reporting Person and Berlin Capital Growth, L.P., a partnership in which the Reporting Person is the General Partner, have the shared power to vote or to direct the vote or to dispose of or direct the disposition of 123,520 Shares (the "Capital Shares").

The Reporting Person and the Jack Cover IRA, a retirement account in which the Reporting Person is the Investment Adviser, have the shared power to vote or to direct the vote or to dispose of or direct the disposition of 10,119 Shares (the "Cover Shares").

The Reporting Person and Buckeye Fabricators of Letonia Profit Sharing Plan, a Profit Sharing Plan in which the Reporting Person was the Investment Adviser, had, at the time of the two sales, the shared power to vote or to direct the vote or to dispose of or direct the disposition of 500 Shares, which now is 0 Shares (the "Buckeye Shares"). Buckeye Fabricators of Letonia Profit Sharing Plan has ceased to be a member of the Reporting Person.

(c) On the following dates, the Reporting Person purchased and/or sold the following number of Shares for the per Share price set forth below. Each such purchase or sale was made solely for investment purposes by the Reporting Person, was purchased or sold through a customary broker transaction and is included in the Individual Shares.

Identity	Date	Shares	Price	Executing Broker
Thomas G. Berlin	02/12/02	- 200	6.4000	Bear Stearns
	02/12/02	-2,200	6.4500	Bear Stearns
	02/13/02	-2,000	6.1200	Bear Stearns
	02/13/02	-2,000	6.2400	Bear Stearns
	02/13/02	-2,000	6.6000	Bear Stearns
	04/11/02	-1,300	7.4200	Bear Stearns
	04/11/02	-1,200	7.9800	Bear Stearns
	07/23/02	1,000	5.3500	Bear Stearns
	07/24/02	2,850	5.3358	Bear Stearns

On the following dates, the Reporting Person purchased and/or sold the following number of Shares for the per Share price set forth below. Each such purchase or sale was purchased or sold by the Reporting Person as the General Partner of Berlin Capital Growth, L.P., solely for investment purposes, was purchased or sold through a customary

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broker transaction and are included in the Capital Shares.

Identity	Date	Shares	Price	Executing Broker
Berlin Capital Growth, L.P.	02/07/02	-2,000	5.6500	Bear Stearns
	02/11/02	-3,500	5.9300	Bear Stearns
	02/14/02	-6,000	6.9933	Bear Stearns
	02/14/02	-3,000	7.3000	Bear Stearns
	02/20/02	800	6.6000	Bear Stearns
	02/27/02	-1,100	7.3700	Bear Stearns
	03/28/02	- 900	7.3200	Bear Stearns
	04/11/02	-1,000	7.7000	Bear Stearns
	04/15/02	-2,500	8.4500	Bear Stearns
	04/29/02	700	7.4000	Bear Stearns
	04/29/02	1,500	7.5000	Bear Stearns
	04/29/02	1,500	7.6000	Bear Stearns
	04/30/02	381	7.3000	Bear Stearns
	05/01/02	- 111	7.9000	Bear Stearns
	05/02/02	- 200	7.9000	Bear Stearns
	07/01/02	500	5.9000	Bear Stearns
	07/02/02	2,100	5.8300	Bear Stearns
	07/03/02	700	5.7200	Bear Stearns
	07/10/02	700	5.7200	Bear Stearns
	07/11/02	400	5.7000	Bear Stearns
07/12/02	1,100	5.7000	Bear Stearns	

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased by the Reporting Person as an Investment Adviser of the Jack Cover IRA, solely for investment purposes, was purchased through a customary broker transaction and are included in the Cover Shares.

Identity	Date	Shares	Price	Executing Broker
Jack Cover IRA	03/28/02	119	7.3500	Bear Stearns

On the following dates, the Reporting Person sold the following number of Shares for the per Share price set forth below. Each such sales was sold by the Reporting Person as an Investment Adviser of Buckeye Fabricators of Letonia Profit Sharing Plan, solely for investment purposes, was sold through a customary broker transaction and are included in the Buckeye Shares.

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Identity	Date	Shares	Price	Executing Broker
Buckeye Fabricators of Letonia, Profit Sharing Plan	04/12/02	- 100	8.3000	McDonald Investments
	04/12/02	- 400	8.3000	McDonald Investments

(d) Berlin Capital Growth, L.P. has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Capital Shares. However, the Reporting Person disclaims beneficial ownership to the Capital Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Jack Cover IRA has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Cover Shares. However, the Reporting Person disclaims beneficial ownership to the Cover Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

Buckeye Fabricators of Letonia Profit Sharing Plan has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Buckeye Shares. However, the Reporting Person disclaims beneficial ownership to the Buckeye Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The Reporting Person is the General Partner of Berlin Capital Growth, L.P., the owner of the Capital Shares. Through an agreement between the Reporting Person and Berlin Capital Growth, L.P., the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such Capital Shares. However, the Reporting Person disclaims beneficial ownership to the Capital Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Reporting Person is the Investment Adviser of the Jack Cover IRA the owner of the Cover Shares. Through an agreement between the Reporting Person and the Jack Cover IRA, the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such Cover Shares. However, the Reporting Person disclaims beneficial ownership to the Cover Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Reporting Person was, at the time of the two sales, the Investment Adviser of the Buckeye Fabricators of Letonia Profit Sharing Plan, the owner of the Buckeye Shares. The Reporting Person disclaims beneficial ownership to the Buckeye Shares and this Statement shall

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not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement. Buckeye Fabricators of Letonia Profit Sharing Plan has ceased to be a member of the Reporting Person.

Item 7. Material to be Filed as Exhibits.

Not applicable.

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.

Date 07/30/02

Thomas G. Berlin