

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

KLM ROYAL DUTCH AIRLINES
Form SC 13G
February 18, 2004

Page 1 of 17

OMB APPROVAL

OMB Number: 3235-0145
Expires: August 31, 1999
Estimated average burden
hours per response...14.90

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. _____) *

Koninklijke Luchtvaart Maatschappij NV (KLM)

(Name of Issuer)

American Depository Receipts and Common Shares

(Title of Class of
Securities)

482516309

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing
of this Statement)

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)

* 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 the
disclosures provided in a prior cover page.

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

The information required in 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).

SEC 1745 (3-98)

Page 2 of 17

CUSIP No. 482516309

| | | | |
|--|---|----------------------------------|-------------------------------|
| 1. Names of Reporting Persons. | | Brandes Investment Partners, LLC | |
| I.R.S. Identification Nos. of above persons (entities only) | | 33-0704072 | |
| 2. Check the Appropriate Box if a Member of a Group (See Instructions) | | | |
| (a) <input type="checkbox"/> | | | |
| (b) <input type="checkbox"/> | | | |
| 3. SEC Use Only | | | |
| 4. Citizenship or place of organization | | Delaware | |
| Number of Shares Beneficially Owned By Each Reporting Person With: | 5 | Sole Voting Power | |
| | 6 | Shared Voting Power | 187,813 ADR and 2,113,482 ORD |
| | 7 | Sole Dispositive Power | |
| | 8 | Shared Dispositive Power | 257,808 ADR and 2,113,482 ORD |
| 9. Aggregate Amount Beneficially Owned by Each Reporting Person | | | |
| 257,808 ADR and 2,113,482 ORD | | | |
| 10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares | | | |
| (See Instructions) | | | |
| 11. Percent of Class Represented by Amount in Row (9) | | 5.4% | |
| 12. Type of Reporting Person (See Instructions) | | IA, PN | |

Page 3 of 17

CUSIP No. 482516309

| | | | |
|--|--|-----------------------------------|--|
| 1. Names of Reporting Persons. | | Brandes Investment Partners, Inc. | |
| I.R.S. Identification Nos. of above persons (entities only) | | 33-0090873 | |
| 2. Check the Appropriate Box if a Member of a Group (See Instructions) | | | |
| (a) <input type="checkbox"/> | | | |
| (b) <input type="checkbox"/> | | | |
| 3. SEC Use Only | | | |

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

4 Citizenship or place of organization California

Number of Shares 5 Sole Voting Power
 Beneficially Owned 6 Shared Voting Power 187,813 ADR and 2,113,482 ORD
 By Each Reporting Person 7 Sole Dispositive Power
 8 Shared Dispositive Power 257,808 ADR and 2,113,482 ORD
 With:

9 Aggregate Amount Beneficially Owned by Each Reporting Person

257,808 ADR and 2,113,482 ORD shares are deemed to be beneficially owned by Brandes Investment Partners, Inc., as a control person of the investment adviser. Brandes Investment Partners, Inc. disclaims any direct ownership of the shares reported in this Schedule 13G, except for an amount that is substantially less than one per cent of the number of shares reported herein.

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

(See Instructions) | |

11 Percent of Class Represented by Amount in Row (9)
 5.4%

12 Type of Reporting Person (See Instructions)
 CO, OO (Control Person)

Page 4 of 17

CUSIP No. 482516309

1. Names of Reporting Persons. Brandes Worldwide Holdings, L.P.
 I.R.S. Identification Nos. of above persons (entities only) 33-0836630

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 Shares 5 Sole Voting Power
 Beneficially Owned 6 Shared Voting Power 187,813 ADR and 2,113,482 ORD
 By Each Reporting Person 7 Sole Dispositive Power
 8 Shared Dispositive Power 257,808 ADR and 2,113,482 ORD
 With:

9 Aggregate Amount Beneficially Owned by Each Reporting Person

257,808 ADR and 2,113,482 ORD shares are deemed to be beneficially

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

owned by Brandes Worldwide Holdings, L.P., as a control person of the investment adviser. Brandes Worldwide Holdings, L.P. disclaims any direct ownership of the shares reported in this Schedule 13G.

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

(See Instructions) | |

11 Percent of Class Represented by Amount in Row (9) 5.4%

12 Type of Reporting Person (See Instructions) PN, OO (Control Person)

Page 5 of 17

CUSIP No. 482516309

1. Names of Reporting Persons. Charles H. Brandes
I.R.S. Identification Nos. of
above persons (entities only)

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 USA

Number of 5 Sole Voting Power
Shares

Beneficially 6 Shared Voting Power 187,813 ADR and 2,113,482 ORD
Owned

By Each 7 Sole Dispositive Power
Reporting

Person 8 Shared Dispositive Power 257,808 ADR and 2,113,482 ORD
With:

9 Aggregate Amount Beneficially Owned by Each Reporting Person

257,808 ADR and 2,113,482 ORD shares are deemed to be beneficially owned by Charles H. Brandes, a control person of the investment adviser. Mr. Brandes disclaims any direct ownership of the shares reported in this Schedule 13G, except for an amount that is substantially less than one per cent of the number of shares reported herein.

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

(See Instructions) | |

11 Percent of Class Represented by Amount in Row (9) 5.4%

12 Type of Reporting Person (See Instructions) IN, OO (Control Person)

Page 6 of 17

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

CUSIP No. 482516309

1. Names of Reporting Persons. Glenn R. Carlson
I.R.S. Identification Nos. of
above persons (entities only)

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 USA

| | | | |
|---|---|--------------------------|-------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With: | 5 | Sole Voting Power | |
| | 6 | Shared Voting Power | 187,813 ADR and 2,113,482 ORD |
| | 7 | Sole Dispositive Power | |
| | 8 | Shared Dispositive Power | 257,808 ADR and 2,113,482 ORD |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

257,808 ADR and 2,113,482 ORD shares are deemed to be beneficially owned by Glenn R. Carlson, a control person of the investment adviser. Mr. Carlson disclaims any direct ownership of the shares reported in this Schedule 13G, except for an amount that is substantially less than one per cent of the number of shares reported herein.

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

(See Instructions)

| |

11 Percent of Class Represented by Amount in Row (9) 5.4%

12 Type of Reporting Person (See Instructions) IN, OO (Control Person)

Page 7 of 17

CUSIP No. 482516309

1. Names of Reporting Persons. Jeffrey A. Busby
I.R.S. Identification Nos. of
above persons (entities only)

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 USA

Number of 5 Sole Voting Power

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

| | | | |
|--------------|-------|--------------------------|-------------------------------|
| Shares | ----- | | |
| Beneficially | 6 | Shared Voting Power | 187,813 ADR and 2,113,482 ORD |
| Owned | ----- | | |
| By Each | 7 | Sole Dispositive Power | |
| Reporting | ----- | | |
| Person | 8 | Shared Dispositive Power | 257,808 ADR and 2,113,482 ORD |
| With: | | | |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

257,808 ADR and 2,113,482 ORD shares are deemed to be beneficially owned by Jeffrey A. Busby, a control person of the investment adviser. Mr. Busby disclaims any direct ownership of the shares reported in this Schedule 13G, except for an amount that is substantially less than one per cent of the number of shares reported herein.

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

(See Instructions)

| |

11 Percent of Class Represented by Amount in Row (9) 5.4%

12 Type of Reporting Person (See Instructions) IN, OO (Control Person)

Page 8 of 17

Item 1(a) Name of Issuer:

Koninklijke Luchtvaart Maatschappij NV (KLM)

Item 1(b) Address of Issuer's Principal Executive Offices:

PO Box 7700, 1177 ZL Schiphol Airport, The Netherlands

Item 2(a) Name of Person Filing:

- (i) Brandes Investment Partners, LLC
- (ii) Brandes Investment Partners, Inc.
- (iii) Brandes Worldwide Holdings, L.P.
- (iv) Charles H. Brandes
- (v) Glenn R. Carlson
- (vi) Jeffrey A. Busby

Item 2(b) Address of Principal Business office or, if None, Residence:

- (i) 11988 El Camino Real, Suite 500, San Diego, CA 92130
- (ii) 11988 El Camino Real, Suite 500, San Diego, CA 92130
- (iii) 11988 El Camino Real, Suite 500, San Diego, CA 92130
- (iv) 11988 El Camino Real, Suite 500, San Diego, CA 92130

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

(v) 11988 El Camino Real, Suite 500, San Diego, CA 92130

(vi) 11988 El Camino Real, Suite 500, San Diego, CA 92130

Item 2(c) Citizenship

(i) Delaware

(ii) California

(iii) Delaware

(iv) USA

(v) USA

(vi) USA

Page 9 of 17

Item 2(d) Title of Class Securities:

American Depository Receipts and Common Shares

Item 2(e) CUSIP Number:

482516309

Item 3. If this statement is filed pursuant to ss.ss. 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(ii)(F).
- (g) A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (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 (15 U.S.C. 80a-3).
- (j) Group, in accordance with ss. 240.13d-1(b)(1)(ii)(J).

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

This statement is filed by Brandes Investment Partners, LLC, an investment adviser registered under the Investment Advisers Act of 1940, its control persons and its holding company. (See, also, Exhibit A.)

Item 4. Ownership:

- (a) Amount Beneficially Owned: 257,808 ADR and 2,113,482 ORD

- (b) Percent of Class: 5.4%

- (c) Number of shares as to which the joint filers have:
 - (i) sole power to vote or to direct the vote: 0

 - (ii) shared power to vote or to direct the vote:
187,813 ADR and 2,113,482 ORD

 - (iii) sole power to dispose or to direct the disposition of:
0

 - (iv) shared power to dispose or to direct the disposition of:
257,808 ADR and 2,113,482 ORD

Page 10 of 17

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 securities, check the following | |. N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

SEE EXHIBIT A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification:

- (a) The following certification shall be included if the statement is filed pursuant to ss. 240.13d-1(b):

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

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

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.

Date: February 17, 2004

BRANDES INVESTMENT PARTNERS, LLC

By: /s/ Adelaide Pund

Adelaide Pund as Attorney-In-Fact for
Charles H. Brandes, President of
Brandes Investment Partners, Inc.,
a Member

Page 11 of 17

BRANDES INVESTMENT PARTNERS, INC.

By: /s/ Adelaide Pund

Adelaide Pund as Attorney-In-Fact for
Charles H. Brandes, President

BRANDES WORLDWIDE HOLDINGS, L.P.

By: /s/ Adelaide Pund

Adelaide Pund as Attorney-In-Fact for
Charles H. Brandes, President of
Brandes Investment Partners, Inc.,
its General Partner

By: /s/ Adelaide Pund

Adelaide Pund as Attorney-In-Fact for
Charles H. Brandes, Control Person

By: /s/ Adelaide Pund

Adelaide Pund as Attorney-In-Fact for
Glenn R. Carlson, Control Person

By: /s/ Adelaide Pund

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

Adelaide Pund as Attorney-In-Fact for
Jeffrey A. Busby, Control Person

Page 12 of 17

EXHIBIT A

-

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Pursuant to Rule 13d-1(b)(ii)(J) and Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934, the members of the group making this joint filing are identified and classified as follows:

| NAME ----- | CLASSIFICATION ----- |
|--|--|
| Brandes Investment Partners, LLC (the "Investment Adviser") | Investment adviser registered under Investment Advisers Act of 1940 |
| Brandes Investment Partners, Inc. | A control person of the Investment Adviser |
| Brandes Worldwide Holdings, L.P. | A control person of the Investment Adviser |
| Charles H. Brandes | A control person of the Investment Adviser |
| Glenn R. Carlson | A control person of the Investment Adviser |
| Jeffrey A. Busby | A control person of the Investment Adviser |

Page 13 of 17

EXHIBIT B

-

JOINT FILING AGREEMENT PURSUANT TO RULE 13D-1

This agreement is made pursuant to Rule 13d-1(b)(ii)(J) and Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934 (the "Act") by and among the parties listed below, each referred to herein as a "Joint Filer." The Joint Filers agree that a statement of beneficial ownership as required by Sections 13(g) or 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13G or Schedule 13D, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

Dated: February 13 2003

BRANDES INVESTMENT PARTNERS, LLC

By: /s/ Charles H. Brandes

Charles H. Brandes, President of
Brandes Investment Partners, Inc.,
a Member

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

BRANDES INVESTMENT PARTNERS, INC.

By: /s/ Charles H. Brandes

Charles H. Brandes, President

BRANDES WORLDWIDE HOLDINGS, L.P.

By: /s/ Charles H. Brandes

Charles H. Brandes, President of
Brandes Investment Partners, Inc.,
its General Partner

By: /s/ Charles H. Brandes

Charles H. Brandes, Control Person

By: /s/ Glenn R. Carlson

Glenn R. Carlson, Control Person

By: /s/ Jeffrey A. Busby

Jeffrey A. Busby, Control Person

Page 14 of 17

EXHIBIT C

-

DISCLAIMER OF BENEFICIAL OWNERSHIP

Brandes Investment Partners, Inc., Brandes Worldwide Holdings, L.P., Charles H. Brandes, Glenn R. Carlson and Jeffrey A. Busby, disclaim beneficial interest as to the shares referenced above, except for an amount equal to substantially less than one percent of the shares reported on this Schedule 13G. None of these entities or individuals holds the above-referenced shares for its/his own account except on a de minimis basis.

Page 15 of 17

EXHIBIT D

-

POWER OF ATTORNEY FOR
SCHEDULES 13G AND FORMS 13F

I, Charles Brandes, as director and president of Brandes Investment Partners, Inc., which is a General Partner of Brandes Worldwide Holdings, L.P., and which is also a member of Brandes Investment Partners, LLC, hereby appoint Ian N. Rose and Adelaide Pund as attorneys-in-fact and agents, in all capacities, to execute, on my behalf and on behalf of Brandes Investment Partners, Inc., Brandes Investment Partners, LLC, and Brandes Worldwide Holdings, L.P., to file with the appropriate issuers, exchanges and regulatory authorities, any and all Schedules 13G and Forms 13F and documents relating thereto required to be filed under the Securities and Exchange Act of 1934, including exhibits, attachments

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

and amendments thereto and request for confidential treatment of information contained therein in connection with my being a "control person" (as contemplated for purposes of Schedule 13G and Form 13F) of Brandes Investment Partners, LLC, its subsidiaries and affiliates. I hereby grant to said attorneys-in-fact full authority to do every act necessary to be done in order to effectuate the same as fully, to all intents and purposes, as I could if personally present, thereby ratifying all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

I hereby execute this Power of Attorney as of this 17th day of February 2004.

/s/ Charles H. Brandes

Charles H. Brandes

Page 16 of 17

EXHIBIT D

-

POWER OF ATTORNEY FOR SCHEDULES 13G

I, Glenn R. Carlson, hereby appoint Ian N. Rose and Adelaide Pund as attorneys-in-fact and agents, in all capacities, to execute, on my behalf, and to file with the appropriate issuers, exchanges and regulatory authorities, any and all Schedules 13G and documents relating thereto required to be filed under the Securities and Exchange Act of 1934, including exhibits, attachments and amendments thereto and request for confidential treatment of information contained therein in connection with my being a "control person" (as contemplated for purposes of Schedule 13G) of Brandes Investment Partners, LLC, its subsidiaries and affiliates. I hereby grant to said attorneys-in-fact full authority to do every act necessary to be done in order to effectuate the same as fully, to all intents and purposes, as I could if personally present, thereby ratifying all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

I hereby execute this Power of Attorney as of this 17th day of February 2004.

/s/ Glenn R. Carlson

Glenn R. Carlson

Page 17 of 17

EXHIBIT D

POWER OF ATTORNEY FOR SCHEDULES 13G

I, Jeffrey A. Busby hereby appoint Ian N. Rose and Adelaide Pund as attorneys-in-fact and agents, in all capacities, to execute, on my behalf, and to file with the appropriate issuers, exchanges and regulatory authorities, any and all Schedules 13G and documents relating thereto required to be filed under the Securities and Exchange Act of 1934, including exhibits, attachments and amendments thereto and request for confidential treatment of information contained therein in connection with my being a "control person" (as contemplated for purposes of Schedule 13G) of Brandes Investment Partners, LLC,

Edgar Filing: KLM ROYAL DUTCH AIRLINES - Form SC 13G

its subsidiaries and affiliates. I hereby grant to said attorneys-in-fact full authority to do every act necessary to be done in order to effectuate the same as fully, to all intents and purposes, as I could if personally present, thereby ratifying all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

I hereby execute this Power of Attorney as of this 17th day of February 2004.

/s/ Jeffrey A. Busby

Jeffrey A. Busby