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CSB BANCORP INC /OH
Form SC 13D/A
January 03, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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. 1)*

CSB Bancorp, Inc.

(Name of Issuer)

Common Stock, \$6.25 Par Value

(Title of Class of Securities)

12628R107

(CUSIP Number)

Christopher J. Hubbert, Kohman Jackson & Krantz P.L.L., 1375E. 9th St.,
Cleveland, OH 44114, 216-736-7215

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

December 28, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the 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: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 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.

The 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

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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).

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SCHEDULE 13D

CUSIP NO. 12628R107

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1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Richard G. Elliott

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

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

| | | |
|--------------|----|--|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | 121,000 |
| SHARES | | |
| | 8 | SHARED VOTING POWER |
| BENEFICIALLY | | 3,900 (held jointly by Mr. Elliott and his mother) |
| OWNED BY | | |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 121,000 |
| PERSON | | |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 3,900 (held jointly by Mr. Elliot and his mother) |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

124,900

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.8%

TYPE OF REPORTING PERSON*

14

IN

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NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ted W. DeHass

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF

2,744

SHARES

SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

0

EACH

SOLE DISPOSITIVE POWER

REPORTING

9

2,744

PERSON

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WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,744

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.1%

14 TYPE OF REPORTING PERSON*
IN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Don E. Sprankle

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

7 SOLE VOTING POWER
NUMBER OF
1,109.9552
SHARES
8 SHARED VOTING POWER
BENEFICIALLY

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OWNED BY 2,156.9711 (held by Mr. Sprankle's wife)

EACH 9 SOLE DISPOSITIVE POWER
REPORTING 1,109.9552
PERSON -----
WITH 10 SHARED DISPOSITIVE POWER
2,156.9711 (held by Mr. Sprankle's wife)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,266.9263

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.1%

14 TYPE OF REPORTING PERSON*
IN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Gloria J. Miller

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

7 SOLE VOTING POWER

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NUMBER OF
SHARES 12,812

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 0

EACH 9 SOLE DISPOSITIVE POWER
REPORTING PERSON 12,812

WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,812

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.5%

14 TYPE OF REPORTING PERSON*
IN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Darwin L. Snyder

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

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CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF
SHARES

16,967.2763

BENEFICIALLY

8

SHARED VOTING POWER

OWNED BY

252.3922 (20.9218 held jointly by Mr. Snyder with his daughter and 231.4704 held by his wife)

EACH

9

SOLE DISPOSITIVE POWER

REPORTING

PERSON

16,967.2763

WITH

10

SHARED DISPOSITIVE POWER

252.3922 (20.9218 held jointly by Mr. Snyder with his daughter and 231.4704 held by his wife)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

17,219.6685

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.7%

TYPE OF REPORTING PERSON*

14

IN

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NAME OF REPORTING PERSON

1

S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Victor R. Snyder

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

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SOURCE OF FUNDS*

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

| | | |
|--------------|----|---|
| | | SOLE VOTING POWER |
| NUMBER OF | 7 | |
| SHARES | 0 | |
| BENEFICIALLY | | SHARED VOTING POWER |
| OWNED BY | 8 | |
| EACH | | 70,894 (held jointly by Mr. Snyder with his wife) |
| REPORTING | | SOLE DISPOSITIVE POWER |
| PERSON | 9 | |
| WITH | | SHARED DISPOSITIVE POWER |
| | 10 | |
| | | 70,894 (held jointly by Mr. Snyder with his wife) |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

70,894

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.7%

TYPE OF REPORTING PERSON*

14

IN

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This Amendment No. 1 to original Schedule 13D, dated June 4, 2001, is filed on

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behalf of The Committee of Concerned CSB Shareholders for a Better Bank (the "Committee") comprised of CSB Bancorp, Inc. ("CSB") shareholders Richard D. Elliott, Ted W. DeHass, Don E. Sprankle, Gloria L. Miller, Darwin L. Snyder and Victor R. Snyder, for the purpose of reporting the election of the Committee's candidate, Jeffrey A. Robb, Sr., to the Board of Directors of CSB and the sale by Mr. Elliott of 1,100 shares of CSB stock to Mr. Robb.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented as follows:

On July 25, 2001, the shareholders of CSB elected our candidate, Jeffrey A. Robb, Sr., to the Board of Directors. Mr. Robb received more votes than any incumbent director and we believe that his election will provide management with the fresh perspective necessary to increase profitability and maximize shareholder value. Following his election to CSB's Board, Mr. Robb resigned from the Committee to avoid any appearance of a conflict of interest. On November 16, 2001, we sent a letter to CSB's shareholders reporting Mr. Robb's election. We also included a questionnaire soliciting shareholders' input on how to make CSB a better bank. The letter and accompanying questionnaire are attached as exhibits.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and 5(c) are hereby amended and supplemented as follows:

(a) Based on CSB's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001, there are 2,624,367 shares of CSB's stock outstanding. The number and percentage of shares beneficially owned by the Committee members and the percentage of CSB's outstanding shares is as follows:

| | Shares ----- | Percentage ----- |
|--------------------|-----------------|---------------------|
| Richard G. Elliott | 124,900 | 4.8% |
| Ted W. DeHass | 2,744 | 0.1% |
| Don E. Sprankle | 3,266.9263 | 0.1% |
| Gloria J. Miller | 12,812 | 0.5% |
| Darwin L. Snyder | 17,219.6685 | 0.7% |
| Victor R. Snyder | 70,894 | 2.7% |
| | ----- | ----- |
| The Committee | 231,836.5948 | 8.8% |
| | ===== | ===== |

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(c) On December 28, 2001, Mr. Elliott sold 1,100 shares of CSB stock to Mr. Robb in a private transaction at a price of \$13.25 per share.

Item 7. Materials to be Filed as Exhibits

Item 7 is hereby amended and supplemented as follows:

Exhibit 1. Agreement of Joint Filing

