

AMERICAN ECOLOGY CORP
Form SC 13G/A
February 11, 2005

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

SCHEDULE 13G/A

**Information to be included in Statements filed pursuant
To Rule 13d-1(b),(c), and (d) and Amendments thereto filed pursuant to
Rule 13d-2(b)**

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

American Ecology Corporation

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

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025533-10-0

(CUSIP Number)

December 31, 2004

(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 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.)

(continued on following pages)

SCHEDULE 13G/A

CUSIP No. 025533-10-0

Page 2 of 8 Pages

1 NAME OF REPORTING PERSON

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

Ecol Partners II, Ltd.

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

5 SOLE VOTING POWER

NUMBER OF 10,000

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10,000

WITH 8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT ROW (9)

0.0%

12 TYPE OF REPORTING PERSON*

PN

* **SEE INSTRUCTIONS BEFORE FILLING OUT!**

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

SCHEDULE 13G/A

CUSIP No. 025533-10-0

Page 3 of 8 Pages

1 NAME OF REPORTING PERSON

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

Phillips Investments, Inc.

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

5 SOLE VOTING POWER

NUMBER OF 24,078

SHARES **6 SHARED VOTING POWER**

BENEFICIALLY

OWNED BY 10,000

EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 24,078

WITH **8 SHARED DISPOSITIVE POWER**

10,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,078

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT ROW (9)

0.0%

12 TYPE OF REPORTING PERSON*

CO

* **SEE INSTRUCTIONS BEFORE FILLING OUT!**

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

SCHEDULE 13G/A

CUSIP No. 025533-10-0

Page 4 of 8 Pages

1 NAME OF REPORTING PERSON

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

Harry J. Phillips, Jr.

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

NUMBER OF 570,929

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 34,078

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 570,929

WITH 8 SHARED DISPOSITIVE POWER

34,078

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

605,007

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT ROW (9)

3.5%

12 TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

This Amendment No. 5 on Schedule 13G/A is being jointly filed by Ecol Partners II, Ltd., Phillips Investments, Inc. and Harry J. Phillips, Jr. Attached as Exhibit A hereto is a copy of the Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G among Ecol Partners II, Ltd., Phillips Investments, Inc. and Harry J. Phillips, Jr.

Item 1 (a). Name of Issuer:

American Ecology Corporation

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

805 W. Idaho, Suite 200, Boise, ID 83702-8916.

Item 2 (a). Name of Person Filing

This schedule is being jointly filed by Ecol Partners II, Ltd., Phillips Investments, Inc., and Harry J. Phillips, Jr.

Item 2 (b). Address of Principal Business Office or, if None, Residence

The address for each of Ecol Partners II, Ltd., Phillips Investments, Inc. and Harry J. Phillips, Jr. is:

1700 West Loop South, Suite 728, Houston, TX 77027

Item 2 (c). Citizenship

Ecol Partners II, Ltd.: Texas

Phillips Investments, Inc.: Texas

Harry J. Phillips, Jr.: USA

Item 2 (d). Title of Class of Securities

Common Stock

Item 2 (e). CUSIP No.

025533-10-0

Item 3. If this Statement Is Filed Pursuant to Rules 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing Is a:

N/A

Item 4. Ownership

Ecol Partners II, Ltd.

(a) Amount beneficially owned:

10,000

(b) Percent of class:

0.0%

(c) Number of shares as to which such person has

(i) sole power to vote or to direct the vote:

10,000

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

0

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

10,000

(iv) shared power to dispose or to direct the disposition:

0

Phillips Investments, Inc.

(a) Amount beneficially owned:

34,078

(b) Percent of class:

0.0%

(c) Number of shares as to which such person has

(i) sole power to vote or to direct the vote:

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24,078

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

10,000

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

24,078

(iv) shared power to dispose or to direct the disposition:

10,000

Harry J. Phillips, Jr.

(a) Amount beneficially owned:

605,007

(b) Percent of class:

3.5%

(c) Number of shares as to which such person has

(i) sole power to vote or to direct the vote:

570,929

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

34,078

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

570,929

(iv) shared power to dispose or to direct the disposition:

34,078

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

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

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the 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.

Signatures

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 11, 2005

ECOL PARTNERS II, LTD.

By: Phillips Investments, Inc.,
its General Partner

By: /s/ Harry J. Phillips, Jr.

Harry J. Phillips, Jr.
President

PHILLIPS INVESTMENTS, INC.

By: /s/ Harry J. Phillips, Jr.

Harry J. Phillips, Jr.
President

/s/ Harry J. Phillips, Jr.

Harry J. Phillips, Jr.

EXHIBIT A

AGREEMENT REGARDING JOINT FILING OF STATEMENT

ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the SEC) any and all statements on Schedule 13D or Schedule 13G (and any amendments or supplements thereto) required under section 13(d) of the Securities Exchange Act of 1934, as amended, in connection with purchases by the undersigned of securities of American Ecology Corporation, and any other issuer, until such time as the undersigned file with the SEC a statement terminating this Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G. For that purpose, the undersigned hereby constitute and appoint Phillips Investments, Inc., a Texas corporation, as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended, in connection with said purchases, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present, until such time as the undersigned file with the SEC a statement terminating this Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G.

Date: February 11, 2005

ECOL PARTNERS II, LTD.

By: Phillips Investments, Inc.,

its General Partner

By: /s/ Harry J. Phillips, Jr.

Harry J. Phillips, Jr.

President

PHILLIPS INVESTMENTS, INC.

By: /s/ Harry J. Phillips, Jr.

Harry J. Phillips, Jr.

President

/s/ Harry J. Phillips, Jr.

Harry J. Phillips, Jr.