

POGO PRODUCING CO  
Form SC 13G/A  
February 13, 2001

Schedule 13G/A

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No.     )\*  
24

POGO PRODUCING COMPANY

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(Name of Issuer)

COMMON SHARES

---

(Title of Class of Securities)

730448107

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(Cusip Number)

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(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.

The information required in the remainder of this cover page shall not

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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).

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CUSIP No. 730448107

1. Name of Reporting Person and I.R.S. Identification No.: State Farm Mutual Automobile Insurance Company 37-0533100

2. Check the appropriate box if a Member of a Group (a) (b) [X]

3. SEC USE ONLY:

4. Citizenship or Place of Organization: Illinois

5. Sole Voting Power: 3,180,145 Shares Beneficially Owned by Each Reporting Person With 6. Shared Voting Power: 0 7. Sole Dispositive Power: 3,180,145 8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by each Reporting Person: 3,180,145

10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares:

11. Percent of Class Represented by Amount in Row 9: 7.82 %

12. Type of Reporting Person: IC

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CUSIP No. 730448107

1. Name of Reporting Person and I.R.S. Identification No.: State Farm Life Insurance Company 37-0533090

2. Check the appropriate box if a Member of a Group (a) (b) [X]

3. SEC USE ONLY:

4. Citizenship or Place of Organization: Illinois

5. Sole Voting Power: 957,766 Shares Beneficially Owned by Each Reporting Person With 6. Shared Voting Power: 0 7. Sole Dispositive Power: 957,766 8. Shared Dispositive Power: 0

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9. Aggregate Amount Beneficially Owned by each Reporting Person: 957,766

10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares:

11. Percent of Class Represented by Amount in Row 9: 2.35 %

12. Type of Reporting Person: IC

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CUSIP No. 730448107

1. Name of Reporting Person and I.R.S. Identification No.:  
State Farm Fire and Casualty Company 37-0533080

2. Check the appropriate box if a Member of a Group  
(a)   
(b)

3. SEC USE ONLY:

4. Citizenship or Place of Organization: Illinois

Number of Shares 5. Sole Voting Power: 146,400

Beneficially Owned by Each Reporting Person With 6. Shared Voting Power: 0

7. Sole Dispositive Power: 146,400

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by each Reporting Person: 146,400

10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares:

11. Percent of Class Represented by Amount in Row 9: 0.36 %

12. Type of Reporting Person: IC

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CUSIP No. 730448107

1. Name of Reporting Person and I.R.S. Identification No.:  
State Farm Investment Management Corp. 37-0902469

2. Check the appropriate box if a Member of a Group  
(a)   
(b)

3. SEC USE ONLY:

4. Citizenship or Place of Organization: Delaware

Number of Shares 5. Sole Voting Power: 0

Beneficially Owned by 6. Shared Voting Power: 6,204

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Each Reporting Person With 7. Sole Dispositive Power: 0  
8. Shared Dispositive Power: 6,204

9. Aggregate Amount Beneficially Owned by each Reporting Person: 6,204

10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares: \_\_\_\_\_

11. Percent of Class Represented by Amount in Row 9: 0.00 %

12. Type of Reporting Person: IC

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CUSIP No. 730448107

1. Name of Reporting Person and I.R.S. Identification No.:  
State Farm Insurance Companies Employee Retirement Trust 36-6042145

2. Check the appropriate box if a Member of a Group  
(a) \_\_\_\_\_  
(b)  X

3. SEC USE ONLY:

4. Citizenship or Place of Organization: Illinois

Number of Shares Beneficially Owned by Each Reporting Person With 5. Sole Voting Power: 1,235,766  
6. Shared Voting Power: 0  
7. Sole Dispositive Power: 1,235,766  
8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by each Reporting Person: 1,235,766

10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares: \_\_\_\_\_

11. Percent of Class Represented by Amount in Row 9: 3.04 %

12. Type of Reporting Person: EP

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Item 1(a) and (b). Name and Address of Issuer & Principal Executive Offices:

POGO PRODUCING COMPANY  
5 GREENWAY PLAZA  
SUITE 2700  
HOUSTON, TEXAS 77046-0504

Item 2(a). Name of Person Filing: State Farm Mutual Automobile Insurance  
Company and related entities; See Item 8 and Exhibit A

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Item 2(b). Address of Principal Business Office: One State Farm Plaza  
\_\_\_\_\_  
Bloomington, IL 61710

Item 2(c). Citizenship: United States  
\_\_\_\_\_

Item 2(d) and (e). Title of Class of Securities and Cusip Number: See above.  
\_\_\_\_\_

Item 3. This Schedule is being filed, in accordance with 240.13d-1(b).  
\_\_\_\_\_  
See Exhibit A attached.

Item 4(a). Amount Beneficially Owned: 5,526,281 shares  
\_\_\_\_\_

Item 4(b). Percent of Class: 13.59 percent pursuant to Rule 13d-3(d)(1).  
\_\_\_\_\_

Item 4(c). Number of shares as to which such person has:  
\_\_\_\_\_  
(i) Sole Power to vote or to direct the vote: 5,520,077  
(ii) Shared power to vote or to direct the vote: 6,204  
(iii) Sole Power to dispose or to direct disposition of: 5,520,077  
(iv) Shared Power to dispose or to direct disposition of: 6,204

Item 5. Ownership of Five Percent or less of a Class: Not Applicable.  
\_\_\_\_\_

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 attached.

Item 9. Notice of Dissolution of Group: N/A  
\_\_\_\_\_

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Item 10. Certification. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

Signature

After reasonable inquiry and to the best of my knowledge and belief,

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I certify that the information set forth in this statement is true, complete and correct.

02/14/2001

\_\_\_\_\_
Date

STATE FARM MUTUAL AUTOMOBILE
INSURANCE COMPANY

STATE FARM LIFE INSURANCE COMPANY

STATE FARM FIRE AND CASUALTY
COMPANY

STATE FARM INSURANCE COMPANIES
EMPLOYEE RETIREMENT TRUST

STATE FARM INVESTMENT MANAGEMENT
CORP.

STATE FARM INSURANCE COMPANIES
SAVINGS AND THRIFT PLAN FOR
U.S. EMPLOYEES

STATE FARM GROWTH FUND, INC.

STATE FARM BALANCED FUND, INC.

STATE FARM MUTUAL FUND TRUST

STATE FARM VARIABLE PRODUCT TRUST

\_\_\_\_\_/s/\_Paul\_N.\_Eckley\_\_\_\_\_

\_\_\_\_\_/s/\_Paul\_N.\_Eckley\_\_\_\_\_

Paul N. Eckley, Fiduciary of
each of the above

Paul N. Eckley, Senior Vice
President of each of the above

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EXHIBIT A

This Exhibit lists the entities affiliated with State Farm Mutual Automobile Insurance Company which might be deemed to constitute a "group" with regard to the ownership of shares reported herein. By way of explanation, State Farm Mutual Automobile Insurance Company is the parent of wholly owned subsidiaries, State Farm Life Insurance Company, which is the parent of the wholly owned subsidiary State Farm Life and Accident Assurance Company; State Farm Fire and Casualty Company; and, State Farm Investment Management Corp. State Farm Investment Management Corp. acts as the investment advisor to State Farm Growth Fund, Inc. and State Farm Balanced Fund, Inc., State Farm Variable Product Trust, and State Farm Mutual Fund Trust. The Investment Committees of the Board of Directors of each of the insurance companies and of the State Farm Investment Management Corp. and the Trustees of the State Farm Insurance Companies Employee Retirement Trust, State Farm Insurance Companies Savings and Thrift Plan for U.S. Employees, State Farm Variable Product Trust, and State Farm Mutual Fund Trust are vested with the responsibility for investing the assets of the companies, the Funds, the Trusts, and the Equities Account and the Balanced Account of the State Farm Insurance Companies Savings and Thrift Plan for U.S. Employees. State Farm

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Mutual Automobile Insurance Company employs all personnel of the Investment Department. State Farm Investment Management Corp. has a written agreement with State Farm Mutual Automobile Insurance Company whereby the Investment Department personnel assist State Farm Investment Management Corp. in its duties as investment advisor to the Funds, State Farm Variable Product Trust, and State Farm Mutual Fund Trust. Investment actions taken by the Investment Department are ratified by the Investment Committees of the Boards of Directors of the insurance companies and State Farm Investment Management Corp. and by the Trustees of the Trusts and the Plan. Certain members of the Investment Department also execute voting proxies from time to time but in situations where a vote contrary to that of management on a major policy matter is under consideration, approval of the Investment Committees of the Boards of Directors of the Companies involved is first obtained.

Pursuant to Rule 13d-4 each person listed in the table below expressly disclaims "beneficial ownership" as to all shares as to which such person has no right to receive the proceeds of sale of the security and disclaims that it is part of a "group".

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Name	Classification Under Item 3	Number of Shares based on Proceeds of Sale
State Farm Mutual Automobile Insurance Company	IC	3,180,145 shares
State Farm Life Insurance Company	IC	957,766 shares
State Farm Life and Accident Assurance Company	IC	0 shares
State Farm Fire and Casualty Company	IC	146,400 shares
State Farm Investment Management Corp.	IA	0 shares
State Farm Growth Fund, Inc.	IV	0 shares
State Farm Balanced Fund, Inc.	IV	0 shares
State Farm Variable Product Trust	IV	6,204 shares
State Farm Insurance Companies Employee Retirement Trust	EP	1,235,766 shares
State Farm Insurance Companies Savings and Thrift Plan for U.S. Employees	EP	
Equities Account		0 shares
Balanced Account		0 shares
State Farm Mutual Fund Trust	IV	0 shares
		-----
		5,526,281 shares