

**SC 13G  
Schedule 13G**

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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. 2)\*

**ALEXANDER'S INC.**

(Name of Issuer)

**COMMON**

(Title of Class of Securities)

**014752109**

(CUSIP Number)

Check the following box if a fee is being paid with this statement [ ]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

\*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 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).

Amendment Number 1 to Schedule 13G (continued)

CUSIP No.52898108

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

Baron Capital Group, Inc.

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

(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
5,000

6 SHARED VOTING POWER  
425,420

7 SOLE DISPOSITIVE POWER  
5,000

8 SHARED DISPOSITIVE POWER  
432,920

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

437,920

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.8%

12 TYPE OF REPORTING PERSON\*

HC, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 2 to Schedule 13G (continued)

CUSIP No. 52898108

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

BAMCO, Inc.

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

(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 5 SOLE VOTING POWER  
SHARES

BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER  
EACH 396,500

REPORTING 7 SOLE DISPOSITIVE POWER  
PERSON WITH

8 SHARED DISPOSITIVE POWER  
404,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

404,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.1%

12 TYPE OF REPORTING PERSON\*

IA, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 2 to Schedule 13G (continued)

CUSIP No. 52898108

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

Baron Capital Management, Inc.

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

(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
5,000

6 SHARED VOTING POWER  
28,920

7 SOLE DISPOSITIVE POWER  
5,000

8 SHARED DISPOSITIVE POWER  
28,920

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,920

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.7%

12 TYPE OF REPORTING PERSON\*

IA, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 2 to Schedule 13G (continued)

CUSIP No. 52898108

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

Baron Asset Fund

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

(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

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER  
315,000

REPORTING PERSON WITH

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER  
315,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

315,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.3%

12 TYPE OF REPORTING PERSON\*

HC, IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 2 to Schedule 13G (continued)

CUSIP No. 52898108

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

Ronald Baron

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

(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  
7,120

6 SHARED VOTING POWER  
425,420

7 SOLE DISPOSITIVE POWER  
7,120

8 SHARED DISPOSITIVE POWER  
432,920

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

440,040

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.8%

12 TYPE OF REPORTING PERSON\*

HC, IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

**Item 1.**

(a) Name of Issuer: ALEXANDER'S INC.

(b) Address of Issuer's Principal Executive Offices:  
888 Seventh Ave.  
New York, NY 10019

**Item 2.**

(a) Name of Persons Filing:

Baron Capital Group, Inc. ("BCG")

BAMCO, Inc. ("BAMCO")

Baron Capital Management, Inc. ("BCM") Baron Asset Fund ("BAF")

Ronald Baron

(b) Address of Principal Business Office:

767 Fifth Avenue  
New York, NY 10153

(c) Citizenship:

BCG, BAMCO and BCM are New York corporations.

BAF is a Massachusetts business trust

and Ronald Baron is a citizen of the United States.

(d) Title of Class Securities:

Common

(e) CUSIP Number:

014752109

**Item 3. PERSONS FILING:**

BCG and Ronald Baron are:

(g) Parent holding companies, in accordance with  
Section 240.13d-1(b)(ii)(G) BAMCO and BCM are:

(e) Investment Advisers registered under Section 203 of the Investment Advisers Act of 1940 BAF is:

(d) Investment Company registered under Section 8 of the Investment Company Act All persons filing are:

(h) Group, in accordance with Rule 13d-1(b)(1)(ii)(F)

**Item 4. OWNERSHIP**

(a) Amount Beneficially Owned as of December 31, 2003:

BCG:	437,920 shares
BAMCO:	404,000 shares
BCM:	33,920 shares
BAF:	315,000 shares
Ronald Baron:	440,040 shares

(b) Percent of Class:

BCG:	8.8%
BAMCO:	8.1%
BCM:	0.7%
BAF:	6.3%
Ronald Baron:	8.8%

^BCG and Ronald Baron disclaim beneficial ownership of shares held by their controlled entities (or the investment advisory clients thereof) to the extent such shares are held by persons other than BCG and Ronald Baron. BAMCO and BCM disclaim beneficial ownership of shares held by their investment advisory clients to the extent such shares are held by persons other than BAMCO, BCM and their affiliates.



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

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

	BCG:	5,000
	BAMCO:	0
	BCM:	5,000
	BAF:	0
	Ronald Baron:	7,120
(ii)	shared power to vote or direct the vote:	
	BCG:	425,420
	BAMCO:	396,500
	BCM:	28,920
	BAF:	315,000
	Ronald Baron:	425,420
(iii)	sole power to dispose or to direct the disposition of:*	
	BCG:	5,000
	BAMCO:	0
	BCM:	5,000
	BAF:	0
	Ronald Baron:	7,120
(iv)	shared power to dispose or direct the disposition of:*	
	BCG:	432,920
	BAMCO:	404,000
	BCM:	28,920
	BAF:	315,000
	Ronald Baron:	432,920

**Item 5. OWNERSHIP OF 5% OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON**

No Material Change

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY**

BAMCO and BCM are subsidiaries of BCG. BAF is an investment advisory client of BAMCO. Ronald Baron owns a controlling interest in BCG.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

See Item 3.

\* By virtue of investment advisory agreements with their respective clients, BAMCO and BCM have been given the discretion to dispose or the disposition of the securities in the advisory accounts. All such discretionary agreements, are however, revocable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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 13, 2004

Baron Capital Group, Inc., BAMCO, Inc., Baron Asset Fund and Baron Capital Management, Inc.

By:

*/s/ Ronald Baron*

\_\_\_\_\_  
*Ronald Baron, Chairman and CEO*

**Ronald Baron, Individually**

By:

*/s/ Ronald Baron*

\_\_\_\_\_  
*Ronald Baron*

Joint Filing Agreement

The undersigned each hereby agree that the Schedule 13G dated February 13, 2004, which relates to the common stock of Alexander's Inc. is to be filed jointly on behalf of each of them for the reasons stated therein, and any amendments thereto shall be filed jointly by the undersigned.

Dated: February 13, 2004

Baron Capital Group, Inc., BAMCO, Inc., Baron Asset Fund and Baron Capital Management, Inc.  
By:

*/s/ Ronald Baron*

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*Ronald Baron, Chairman and CEO*

Ronald Baron, Individually By:

*/s/ Ronald Baron*

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*Ronald Baron*

**End of Filing**