LIBBEY INC Form SC 13G/A January 11, 2005

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# OMB APPROVAL OMB Number: 3235-0145 Expires: December 31, 2005 Estimated average burden hours per response.....11

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1 )\*

(Amendment No. 1 ) "
Libbey Inc.
(Name of Issuer)
Common Stock, par value \$0.01 per share
(Title of Class of Securities)
529898108
(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) |X| 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 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)
Page 1 of 34 Pages

Exhibit Index Found on Page 32

13G

=======			13G						
SIP No. 5:									
1			FING PERSONS ICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
	Farallon	Capita	al Partners, L.P.						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions  (a) [ ]  (b) [ X ]**								
2	**		The reporting persons making this filing hold aggregate of 797,000 Shares, which is 5.8% of t class of securities. The reporting person on th cover page, however, is a beneficial owner only the securities reported by it on this cover page.						
3	SEC USE	ONLY							
4	CITIZENS	HIP OR	PLACE OF ORGANIZATION						
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9	AGGREGAT	E AMOUI	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
10	174,700  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions) [ ]								
11	-====== PERCENT 1.3%	OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (9)						
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			13G					
	529898108							
 1		======= F REPORTING IDENTIFICAT	PERSONS TON NO. OF ABOVE PERSONS (ENTITIES ONLY)					
			nstitutional Partners, L.P.					
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2	*	agg cla cov	reporting persons making this filing hold an regate of 797,000 Shares, which is 5.8% of the ss of securities. The reporting person on this er page, however, is a beneficial owner only of securities reported by it on this cover page.					
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E	ACH	7	SOLE DISPOSITIVE POWER -0-					
	ORTING ON WITH	8	SHARED DISPOSITIVE POWER  153,900					
9		TE AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON					
10		F THE AGGRE	GATE AMOUNT IN ROW (9) EXCLUDES THE ENSTRUCTIONS) [ ]					
11	PERCENT	OF CLASS R	EPRESENTED BY AMOUNT IN ROW (9)					

12	TYPE OF R	EPORTI	NG PERSON (See Instructions)						
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			Page 3 of 34 Pages						
			13G						
USIP No. 52	:===== :9898108								
1			ING PERSONS CATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
	Farallon Capital Institutional Partners II, L.P.								
	CHECK THE	APPRO	PRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**						
2	**	,	The reporting persons making this filing hold as aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.						
3	SEC USE O	NLY							
4	CITIZENSH		PLACE OF ORGANIZATION						
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SHARE BENEFICI		6	SHARED VOTING POWER						
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REPORT PERSON	_	8	SHARED DISPOSITIVE POWER						
	-======		20,800 ========						
9	AGGREGATE 20,800	AMOUN'	T BENEFICIALLY OWNED BY EACH REPORTING PERSON						
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]								

		9	<u> </u>							
	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
11	0.2%	0.2%								
	TYPE OF REPORTING PERSON (See Instructions)									
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			Page 4 of 34 Pages							
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	Farallon Capital Institutional Partners III, L.P.									
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2			(a) [ ] (b) [ X ]**							
2	* *		The reporting persons making this filing hold a							
			aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this							
			cover page, however, is a beneficial owner only of the securities reported by it on this cover page.							
 3	SEC USE	ONLY								
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4	CITIZENS	SHIP OR E	PLACE OF ORGANIZATION							
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10	CERTAIN S	HARES (S	Gee Instructions)	[ ]							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  0.2%										
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12	TYPE OF REPORTING PERSON (See Instructions) PN										
			Page 5 of 34 Pages								
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ī	 EACH		SOLE DISPOSITIVE POWER								
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			8,700								

	8,700										
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]										
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)										
11	0.1%										
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			nagement, L.L.C.								
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2	2 **		The reporting persons making this filing hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.								
3	SEC USE ONLY	=====		========							
4	CITIZENSHIP C	R PLAC	E OF ORGANIZATION								
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9	AGGREGATE	AMOUNT I	BENEFICIALLY OWNED BY EACH REPORTING	PERSON							
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1		NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)									
	Farallon	Farallon Partners, L.L.C.									
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	OHEOR THE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions  (a) [ ]  (b) [ X ]**									
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	**	ago cla co	e reporting persons making this gregate of 797,000 Shares, which ass of securities. The reporting wer page, however, is a beneficial e securities reported by it on this	n is 5.8% of the person on this owner only of							
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	ICIALLY ED BY	6	380,600								
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REPORTING SHARED DISPOSITIVE POWER PERSON WITH 8 380,600 \_\_\_\_\_ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 380,600 \_\_\_\_\_ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 2.8% TYPE OF REPORTING PERSON (See Instructions) Page 8 of 34 Pages 13G \_\_\_\_\_\_ CUSIP No. 529898108 \_\_\_\_\_\_ ----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Noonday G.P. (U.S.), L.L.C. [See Preliminary Note] CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ] \* \* \* \* The reporting persons making this filing hold an  $% \left( 1\right) =\left( 1\right) +\left( 1\right) +\left$ aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. -----SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION Delaware \_\_\_\_\_ SOLE VOTING POWER NUMBER OF -0-\_\_\_\_\_ SHARED VOTING POWER SHARES BENEFICIALLY 6 797**,**000 OWNED BY SOLE DISPOSITIVE POWER

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REPORT PERSON		8	SHARED DISPOSITIVE POWER 797,000						
9	AGGREGATE 797,000	AMOUN'	T BENEFICIALLY OWNED BY EACH REPORTING PERSON						
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions) [ ]								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.8%								
12	TYPE OF RI	EPORTI	NG PERSON (See Instructions)						
			Page 9 of 34 Pages						
	-=====		13G						
CUSIP No. 52	29898108								
1			ING PERSONS CATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
	Noonday Asset Management, L.P. [See Preliminary Note]								
	CHECK THE	APPRO:	PRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**						
2	**	,	The reporting persons making this filing hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.						
3	SEC USE O	NLY							
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EAC		7	SOLE DISPOS	ITIVE POWER		
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/SIP No. 5						
1		ENTIFICATI	ON NO. OF AB	OVE PERSONS (		DNLY)
	Noonday Ca	pital, L.	L.C. [See Pr	eliminary Not ======	.e] 	
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9	AGGREGATE AMOUN	NT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON							
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10	CHECK IF THE ACCERTAIN SHARES		TE AMOUNT IN ROW (9) EXCLUDES Instructions) [ ]							
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11	5.8%									
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	Page 11 of 34 Pages									
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CUSIP No. 52										
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1	NAMES OF REPORT		PERSONS ON NO. OF ABOVE PERSONS (ENTITIES ONLY)							
	David I. Cohen [See Preliminary Note]									
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructi (a) [ ] (b) [ X ]**									
2	**	aggre class cover	reporting persons making this filing hold an egate of 797,000 Shares, which is 5.8% of the s of securities. The reporting person on this r page, however, is a beneficial owner only of securities reported by it on this cover page.							
3	SEC USE ONLY	=====								
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10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions) [ ]					
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			Page 12 of 34 Pages				
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CUSIP No.	529898108						
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1		NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Chun R.	Chun R. Ding					
	CHECK T	====== HE APPROP	PRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
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2	*	a C	The reporting persons making this filing hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
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CUSIP No. 5	====== 29898108					
1		REPORTING DENTIFICATION	PERSONS ON NO. OF ABOVE PERSONS (ENTITIES (	 ONLY)		
	Joseph R. Downes					
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10			REGATE AMOUNT IN ROW (9) EXCLUDES See Instructions) [ ]				
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			Page 14 of 34 Pages				
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1			NG PERSONS ATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	William F. Duhamel						
	CHECK TH	HE APPROPI	RIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**				
2	**	a c	he reporting persons making this filing hold an ggregate of 797,000 Shares, which is 5.8% of the lass of securities. The reporting person on this over page, however, is a beneficial owner only of				

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10			REGATE AMOUNT IN ROW (9) EXCLUDES See Instructions) [ ]		
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			Page 15 of 34 Pages		
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1			G PERSONS ATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Charles	E. Ellwei	.n		
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9	797,000 -===== CHECK I	F THE AGGRE	ENEFICIALLY OWNED BY EACH REPORTING PERSON  CONTROL  CONT		
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	5.8% -=====				
12	TYPE OF	REPORTING	PERSON (See Instructions)		
	IN -=====	=======			
			Page 16 of 34 Pages		
			13G		
CUSIP No. 5					
1		F REPORTING	PERSONS ION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Richard	B. Fried			
	-===== CHECK T	HE APPROPRI	ATE BOX IF A MEMBER OF A GROUP (See Instructions)		

(a) [ ]

2		(b) [ X ]**				
2	**	The reporting persons making this filing hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONLY					
4	CITIZENSHIP OR United States	PLACE OF ORGANIZATION				
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10		GGREGATE AMOUNT IN ROW (9) EXCLUDES  (See Instructions) [ ]				
11	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (9)				
12	TYPE OF REPORT	ING PERSON (See Instructions)				
		Page 17 of 34 Pages				
		13G				
CUSIP No. 5.	29898108					
1	NAMES OF REPOR	TING PERSONS ICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Monica R. Land	ry				

2	CHECK THE	APPROPRI	·	ee Instructions)  () [ ]  () [ X ]**			
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			Page 18 of 34 Pages				
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CUSIP No. 5	====== 529898108						
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	=== NAMES OF H	====== REPORTING	PERSONS				

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	William F. Mellin					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**					
2	**	ag cl co th	e reporting persons making this filing hold a gregate of 797,000 Shares, which is 5.8% of the ass of securities. The reporting person on this ver page, however, is a beneficial owner only on the securities reported by it on this cover page.			
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·			Page 19 of 34 Pages			

CUSIP No. 529898108

20

1	NAMES OF REPORTING PERSONS						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Stephen L. Millham						
	-======		PRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]**				
2	6		The reporting persons making this filing hold a aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
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Page 20 of 34 Pages

CUSIP No. 529898108 ----------NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Rajiv A. Patel \_\_\_\_\_ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ] \*\* 2 The reporting persons making this filing hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. 3 SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION United States -----SOLE VOTING POWER NUMBER OF 5 -0-\_\_\_\_\_ SHARES SHARED VOTING POWER BENEFICIALLY 6 797,000 OWNED BY \_\_\_\_\_ SOLE DISPOSITIVE POWER 7 EACH -0------REPORTING SHARED DISPOSITIVE POWER 8 PERSON WITH 797,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 797,000 -----CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 1.0 CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.8% -----TYPE OF REPORTING PERSON (See Instructions)

Page 21 of 34 Pages

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Page 22 of 34 Pages

13G \_\_\_\_\_ CUSIP No. 529898108 -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Thomas F. Steyer \_\_\_\_\_\_ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ] \*\* The reporting persons making this filing hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION United States -----SOLE VOTING POWER NUMBER OF 5 -0-\_\_\_\_\_ SHARES SHARED VOTING POWER 6 BENEFICIALLY OWNED BY 797,000 SOLE DISPOSITIVE POWER EACH -0------REPORTING SHARED DISPOSITIVE POWER 8 PERSON WITH 797,000 \_\_\_\_\_ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 797,000 -----CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 1.0 CERTAIN SHARES (See Instructions) \_\_\_\_\_ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.8%

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5.8% \_\_\_\_\_ TYPE OF REPORTING PERSON (See Instructions) 12 TN -----Page 24 of 34 Pages This Amendment No. 1 to Schedule 13G amends the Schedule 13G initially filed on March 26, 2004 (collectively, with all amendments thereto, the "Schedule 13G"). Preliminary Note: Effective as of January 1, 2005, each of Noonday G.P. (U.S.), L.L.C. (the "First Noonday Sub-adviser") and Noonday Asset Management, L.P. (the "Second Noonday Sub-adviser") has entered into an investment subadvisory agreement with the General Partner and the Management Company. Each of the First Noonday Sub-adviser and the Second Noonday Sub-adviser, as a sub-investment adviser to the Partnerships and the Managed Accounts, may be deemed to be the beneficial owner of the Shares held by the Partnerships and the Managed Accounts. As the general partner of the Second Noonday Sub-adviser, Noonday Capital, L.L.C. (the "Noonday General Partner") may be deemed to be the beneficial owner of the Shares held by the Partnerships and the Managed Accounts. David I. Cohen ("Cohen"), as the managing member of the First Noonday Sub-adviser and the Noonday General Partner, may be deemed to be the beneficial owner of the Shares held by the Partnerships and the Managed Accounts. Cohen resigned as a managing member of the Management Company and the General Partner effective December 31, 2004. This amendment to the Schedule 13G reports (i) that the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Noonday General Partner may be deemed to have acquired beneficial ownership of the Shares reported herein and (ii) that Cohen's deemed beneficial ownership of such Shares is now attributable to his position as a managing member of the First Noonday Sub-adviser and the Noonday General Partner, and not as a managing member of the Management Company and the General Partner. Page 25 of 34 Pages Item 1. Issuer (a) Name of Issuer: Libbey Inc. (the "Company")

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

300 Madison Avenue, Toledo, Ohio 43604

Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to Shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 529898108.

Name Of Persons Filing, Address Of Principal Business Office And
-----Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

#### The Partnerships

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a
   California limited partnership ("FCIP"), with respect
   to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a
   Delaware limited partnership ("FCIP III"), with respect
   to the Shares held by it; and
- (v) Tinicum Partners, L.P., a New York limited
   partnership ("Tinicum"), with respect to the Shares
   held by it.

FCP, FCIP, FCIP II, FCIP III and Tinicum are together referred to herein as the "Partnerships."

Page 26 of 34 Pages

#### The Management Company

(vi) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts").

The General Partner Of The Partnerships

(vii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Partnerships (the "General Partner"), with respect to the Shares held by each of the Partnerships.

# The Noonday Entities

(viii) Noonday G.P. (U.S.), L.L.C., a Delaware limited

liability company which is the sub-adviser to the Partnerships and the Managed Accounts, with respect to the Shares held by the Partnerships and the Managed Accounts;

- (ix) Noonday Asset Management, L.P., a Delaware limited partnership which is the sub-adviser to the Partnerships and the Managed Accounts, with respect to the Shares held by the Partnerships and the Managed Accounts; and
- (x) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser, with respect to the Shares held by the Partnerships and the Managed Accounts.

The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Noonday General Partner are together referred to herein as the "Noonday Entities."

The Noonday Managing Member

(xi) David I. Cohen, the managing member of the First Noonday Sub-adviser and the Noonday General Partner, with respect to the Shares held by each of the Partnerships and the Managed Accounts.

Page 27 of 34 Pages

The Managing Members Of The General Partner And The Management Company

(xii) The following persons who are managing members of both the General Partner and the Management Company, with respect to the Shares held by the Partnerships and the Managed Accounts: Chun R. Ding ("Ding"), Joseph F. Downes ("Downes"), William F. Duhamel ("Duhamel"), Charles E. Ellwein, ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Rajiv A. Patel ("Patel"), Stephen L. Millham ("Millham"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Cohen, Ding, Downes, Duhamel, Ellwein, Fried, Landry, Mellin, Millham, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Individual Reporting Persons."

The citizenship of each of the Partnerships, the General Partner, the Management Company and the Noonday Entities is set forth above. Each of the Individual Reporting Persons is a United States citizen. The address of the principal business office of each of the Reporting Persons other than the Noonday Entities and Cohen is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111. The address of the principal business office of the Noonday Entities and Cohen is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b), Or

13d-2(b) Or (c), Check Whether The Person Filing Is An Entity Specified

In (a) - (j):

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Not Applicable.

\_\_\_\_

Item 4. Ownership

The information required by Items 4(a) – (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Partnerships are owned directly by the Partnerships and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The General Partner, as general partner to the Partnerships, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts. The First Noonday Sub-adviser, as sub-investment adviser to the Partnerships and the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships and the Managed Accounts, as sub-investment adviser to the Partnerships and the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships and the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships and the Managed Accounts. The Noonday General Partner, as

Page 28 of 34 Pages

the general partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships and the Managed Accounts. The Individual Reporting Persons other than Cohen, as managing members of both the General Partner and the Management Company, may each be deemed to be the beneficial owner of all such Shares held by the Partnerships and the Managed Accounts. Cohen, as the managing member of the First Noonday Sub-adviser and the Noonday General Partner, may be deemed to be the beneficial owner of all such Shares held by the Partnerships and the Managed Accounts. Each of the Management Company, the General Partner, the Noonday Entities and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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

Not Applicable.

\_\_\_\_\_

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Rule 13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

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 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.

Page 29 of 34 Pages

# SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 10, 2005

/s/ Monica R. Landry

\_\_\_\_\_

FARALLON PARTNERS, L.L.C.,
on its own behalf and as General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
And TINICUM PARTNERS, L.P.
By Monica R. Landry,
Managing Member

/s/ Monica R. Landry

\_\_\_\_\_

FARALLON CAPITAL MANAGEMENT, L.L.C., By Monica R. Landry, Managing Member

/s/ Monica R. Landry

\_\_\_\_\_\_

NOONDAY G.P. (U.S.), L.L.C. By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

\_\_\_\_\_\_

NOONDAY CAPITAL, L.L.C.
On its own behalf and as the General Partner of NOONDAY ASSET MANAGEMENT, L.P.
By Monica R. Landry,
Attorney-in-fact

/s/ Monica R. Landry

\_\_\_\_\_

Monica R. Landry, individually and as attorney-in-fact for each of David I. Cohen, Chun R. Ding, Joseph F. Downes, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, William F. Mellin, Stephen L. Millham, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.

Page 30 of 34 Pages

The Powers of Attorney, each executed by Joseph F. Downes, William F. Duhamel, Richard B. Fried, William F. Mellin, Stephen L. Millham, Thomas F. Steyer and Mark C. Wehrly authorizing Monica R. Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by each of Chun R. Ding and Derek C. Schrier authorizing Monica R. Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Person with respect to the Common Stock of Salix Pharmaceuticals, Ltd., is hereby incorporated by reference. The Powers of Attorney executed by each of Charles E. Ellwein and Rajiv A. Patel authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004 by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Powers of Attorney executed by each of Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and David I. Cohen authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005 by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference.

Page 31 of 34 Pages

EXHIBIT INDEX

EXHIBIT 1

Joint Acquisition Statement Pursuant to Section 240.13d1(k)

Page 32 of 34 Pages

EXHIBIT 1 to SCHEDULE 13G

JOINT ACQUISITION STATEMENT
PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: January 10, 2005

/s/ Monica R. Landry

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FARALLON PARTNERS, L.L.C.,
on its own behalf and as General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
And TINICUM PARTNERS, L.P.,
By Monica R. Landry,
Managing Member

/s/ Monica R. Landry

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FARALLON CAPITAL MANAGEMENT, L.L.C., By Monica R. Landry, Managing Member

/s/ Monica R. Landry

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NOONDAY G.P. (U.S.), L.L.C. By Monica R. Landry, Attorney-in-fact

Page 33 of 34 Pages

/s/ Monica R. Landry

\_\_\_\_\_

NOONDAY CAPITAL, L.L.C.
On its own behalf and as the General Partner of NOONDAY ASSET MANAGEMENT, L.P.
By Monica R. Landry,
Attorney-in-fact

#### /s/ Monica R. Landry

\_\_\_\_\_

Monica R. Landry, individually and as attorney-in-fact for each of David I. Cohen, Chun R. Ding, Joseph F. Downes, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, William F. Mellin, Stephen L. Millham, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.

Page 34 of 34 Pages