

DRINKER BIDDLE & REATH LLP  
Philadelphia National Bank Building  
1345 Chestnut Street  
Philadelphia, Pa 19107-3496  
Telephone: (215) 988-2700  
Fax: (215) 988-2757

January 15, 1999

VIA EDGAR

- - - - -

Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, N.W.  
Washington, DC 20549

Re: Chesapeake Utilities Corporation -- Schedule 13D

- - - - -

Dear Sir or Madam:

Enclosed for filing is an amendment to the Schedule 13D currently in effect for Superior Group Inc., Cawsl Enterprises, Inc., SGI Holdings, Inc., SGI Investor Partners and William G. Warden, III with respect to Chesapeake Utilities Corporation. If you have any questions, do not hesitate to call me at 215-988-2759.

Very truly yours,

/s/ Robert C. Juelke

- - - - -

Robert C. Juelke

Enclosure

cc: Chesapeake Utilities Corporation (w/enc.)  
The New York Stock Exchange (w/enc.)

- - - - -  
OMB APPROVAL

- - - - -  
OMB Number: 3235-0145  
Expires: August 31, 1999  
Estimated average burden hours  
per response..... 14.90  
- - - - -

=====

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

- - - - -

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 3)(1)

CHESAPEAKE UTILITIES CORPORATION

- - - - -

(Name of issuer)

Common Stock, par value \$0.4867 per share

- - - - -

(Title of class of securities)

-----  
(CUSIP number)

Robert M. Jones, Jr., Drinker Biddle & Reath LLP, PNB Building, Suite 1100  
1345 Chestnut Street, Philadelphia, PA 19107-3496 (215) 988-2700  
-----

(Name, address and telephone number of person  
authorized to receive notices and communications)

October 15, 1998  
-----

(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 that 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(b) for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 13 Pages)

-----  
(1) 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 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).

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Superior Group, Inc.

E.I. #23-2189013

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

(a) ☒(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

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

| |

CITIZENSHIP OR PLACE OF ORGANIZATION

6  
Pennsylvania

|   |    |                                      |
|---|----|--------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 7  | SOLE VOTING POWER<br>0 shares        |
|   | 8  | SHARED VOTING POWER<br>0 shares      |
|   | 9  | SOLE DISPOSITIVE POWER<br>0 shares   |
|   | 10 | SHARED DISPOSITIVE POWER<br>0 shares |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 shares12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

| |

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 0.0%

14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

## 1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Cawsl Enterprises, Inc.

E.I. #51-0280973

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

(a) ☒(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

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

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

|   |    |                                      |
|---|----|--------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 7  | SOLE VOTING POWER<br>0 shares        |
|   | 8  | SHARED VOTING POWER<br>0 shares      |
|   | 9  | SOLE DISPOSITIVE POWER<br>0 shares   |
|   | 10 | SHARED DISPOSITIVE POWER<br>0 shares |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 shares12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*☐ ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 0.0%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

## 1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

SGI Holdings, Inc.

E.I. #51-0356596

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

(a) ☒(b) ☐

## 3 SEC USE ONLY

## 4 SOURCE OF FUNDS\*

WC

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

## CITIZENSHIP OR PLACE OF ORGANIZATION

## 6 Delaware

|   |    |                                      |
|---|----|--------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 7  | SOLE VOTING POWER<br>0 shares        |
|   | 8  | SHARED VOTING POWER<br>0 shares      |
|   | 9  | SOLE DISPOSITIVE POWER<br>0 shares   |
|   | 10 | SHARED DISPOSITIVE POWER<br>0 shares |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 shares12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*☐ ☐

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

## 13 0.0%

## 14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

## 1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

SGI Investor Partners

E.I. #23-2871446

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

(a) ☒(b) ☐

## 3 SEC USE ONLY

## 4 SOURCE OF FUNDS\*

WC

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

## CITIZENSHIP OR PLACE OF ORGANIZATION

## 6 Pennsylvania

## 7 SOLE VOTING POWER

0 shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

## 8 SHARED VOTING POWER

0 shares

## 9 SOLE DISPOSITIVE POWER

0 shares

## 10 SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 shares12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*☐ ☐

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

## 13 0.0%

## 14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

## 1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

William G. Warden, III

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

(a) ☐(b) ☒

## 3 SEC USE ONLY

## 4 SOURCE OF FUNDS\*

AF, 00

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

## CITIZENSHIP OR PLACE OF ORGANIZATION

## 6 United States of America

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH7 SOLE VOTING POWER  
17,348 shares8 SHARED VOTING POWER  
0 shares9 SOLE DISPOSITIVE POWER  
17,348 shares10 SHARED DISPOSITIVE POWER  
0 shares11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
17,348 shares12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*☐ ☐

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

## 13 0.3%

14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

This statement amends and supplements the Schedule 13D dated December 24, 1986, as amended on October 10, 1990 and January 23, 1997, filed with the Securities and Exchange Commission by Superior Group, Inc., a Pennsylvania corporation ("Superior"), with respect to ownership of common stock ("Common Stock") of Chesapeake Utilities Corporation (the "Issuer"), which stock is beneficially owned by Superior through SGI Investor Partners, a Pennsylvania general partnership which Superior controls through two wholly-owned subsidiaries, Cawsl Enterprises, Inc., a Delaware corporation, and SGI Holdings, Inc., a Delaware corporation, which are the general partners of SGI Investor Partners. This amended Schedule 13D also reports the number of shares of Common Stock beneficially owned by William G. Warden, III who, through his ownership individually and as a co-trustee under two trusts of a majority of Superior's outstanding common shares, may be deemed to control Superior.

Item 5. Interest in Securities of the Issuer.

(a) and (b)

As of the date on which this statement is executed, neither Superior, Cawsl Enterprises, Inc., SGI Holdings, Inc. nor Superior Investor Partners owns any shares of Common Stock.

As of the date on which this statement is executed, Mr. Warden owns 17,348 shares of Common Stock, constituting 0.3% of the Issuer's issued and outstanding shares of Common Stock, based upon an aggregate of 5,076,939 shares of Common Stock issued and outstanding (as stated in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998). Mr. Warden has the sole power to vote and dispose of such shares of Common Stock.

(c) During the period since the last amendment to this Schedule 13D and ending on the date of this statement, SGI Investor Partners sold shares of Common Stock in 38 transactions effected in the open market. Such transaction are described in the following table:

| Date     | Number of Shares | Price per Share |
|----------|------------------|-----------------|
| 10/13/98 | 500              | 17.75           |
| 10/14/98 | 1,500            | 17.75           |
| 10/15/98 | 16,200           | 17.3129         |
| 10/16/98 | 4,700            | 17.4654         |
| 10/19/98 | 1,400            | 17.5357         |
| 10/20/98 | 1,100            | 17.517          |
| 10/21/98 | 1,200            | 17.4375         |
| 10/22/98 | 1,400            | 17.4285         |
| 10/23/98 | 10,400           | 17.3155         |
| 10/26/98 | 3,700            | 17.4662         |
| 10/27/98 | 4,000            | 17.5594         |
| 10/28/98 | 2,300            | 17.50           |
| 10/29/98 | 7,100            | 17.4683         |
| 10/30/98 | 8,500            | 17.50           |



| Date     | Number of Shares | Price per Share |
|----------|------------------|-----------------|
| 11/02/98 | 6,100            | 17.4775         |
| 11/03/98 | 1,000            | 17.50           |
| 11/04/98 | 3,500            | 17.50           |
| 11/05/98 | 1,400            | 17.50           |
| 11/06/98 | 11,000           | 17.2631         |
| 11/09/98 | 6,600            | 17.4953         |
| 11/11/98 | 2,600            | 17.2596         |
| 11/12/98 | 1,600            | 17.375          |
| 11/13/98 | 4,600            | 17.50           |
| 11/16/98 | 25,800           | 17.4987         |
| 11/17/98 | 3,800            | 17.426          |
| 11/18/98 | 11,500           | 17.262          |
| 11/19/98 | 500              | 17.25           |
| 11/20/98 | 1,700            | 17.3309         |
| 11/23/98 | 1,600            | 17.4219         |
| 11/24/98 | 1,400            | 17.4508         |
| 11/25/98 | 1,200            | 17.4688         |
| 11/27/98 | 400              | 17.50           |
| 11/30/98 | 5,900            | 17.4978         |
| 12/01/98 | 3,300            | 17.4716         |
| 12/02/98 | 6,300            | 17.4266         |
| 12/03/98 | 4,800            | 17.50           |
| 12/04/98 | 5,300            | 17.4693         |
| 12/07/98 | 38,351           | 17.447          |

During the period since the last amendment to this Schedule 13D and ending on the date of this statement, Mr. Warden was awarded 400 shares of Common Stock on May 20, 1997 and on May 19, 1998 pursuant to the Issuer's Director's Stock Compensation Plan.

(d) Not applicable.

(e) Prior to October 13, 1998, the date on which SGI Investor Partners began decreasing its holdings of Common Stock, Superior, Cawsl Enterprises, Inc., SGI Holdings, Inc., SGI Investor Partners and Mr. Warden ceased to be beneficial owners of more than five percent of the outstanding Common Stock as a result of additional shares of Common Stock being issued by the Issuer.

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.

Dated: January 15, 1999

SUPERIOR GROUP, INC.

By: /s/ William G. Warden, III

-----

Name: William G. Warden, III

Title: Chairman of the Board

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.

Dated: January 15, 1999

CAWSL ENTERPRISES, INC.

By: /s/ Thomas L. Sandor

-----

Name: Thomas L. Sandor

Title: President and Chief Executive Officer

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.

Dated: January 15, 1999

SGI HOLDINGS, INC.

By: /s/ Thomas L. Sandor

-----

Name: Thomas L. Sandor

Title: President and Chief Executive Officer

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.

Dated: January 15, 1999

SGI INVESTOR PARTNERS  
By: Cawsl Enterprises, Inc.,  
its General Partner

By: /s/ Thomas L. Sandor

-----

Name: Thomas L. Sandor  
Title: President and Chief Executive Officer

By: SGI Holdings, Inc.  
its General Partner

By: /s/ Thomas L. Sandor

-----

Name: Thomas L. Sandor  
Title: President and Chief Executive Officer

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.

Dated: January 15, 1999

/s/ William G. Warden, III

-----

William G. Warden, III