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HAWKEYE CAPITAL LP
Form SC 13D
March 25, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

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

Arch Wireless, Inc.
(Name of Issuer)

Common Stock, par value \$.001 per share
(Title of Class of Securities)

039392 60 0
(CUSIP Number)

Richard A. Rubin
Hawkeye Capital Management LLC
200 West 57th Street
New York, NY 10019
Tel. (212) 265-0565
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 21, 2003
(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 ss. 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 ss.240.13d-7 for other parties to whom copies are to be sent.

* 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, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

SCHEDULE 13D

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CUSIP No.
039392 60 0

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Richard A. Rubin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
1,004,999 Common Shares

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
1,004,999 Common Shares

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,004,999 Common Shares*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.02%

14 TYPE OF REPORTING PERSON
IN

* This number is included solely for the purposes of identifying shares as to which this Schedule 13D relates and is qualified in its entirety by the

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information in this Schedule 13D. Beneficial ownership of the listed shares is disclaimed pursuant to Rule 13d-4.

SCHEDULE 13D

CUSIP No.
039392 60 0

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Hawkeye Capital Management LLC - 134 092 634	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>

3	SEC USE ONLY	

4	SOURCE OF FUNDS (See Instructions) AF	

5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/>

6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,004,999 Common Shares*	

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.02%	

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14 TYPE OF REPORTING PERSON
OO - limited liability company

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SCHEDULE 13D

CUSIP No.
039392 60 0

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Hawkeye Capital LP - 134 092 631

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,004,999 Common Shares*

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.02%

14 TYPE OF REPORTING PERSON
PN

* This number is included solely for the purposes of identifying shares as to which this Schedule 13D relates and is qualified in its entirety by the information in this Schedule 13D. Beneficial ownership of the listed shares is disclaimed pursuant to Rule 13d-4.

SCHEDULE 13D

Item 1. Security and Issuer.

This statement relates to 1,004,999 shares of the common stock, par value \$0.001 per share (the "Common Stock"), of Arch Wireless, Inc., a Delaware corporation (the "Company"). The Company's principal executive offices are located at 1800 West Park Drive, Westborough, MA 01581.

Item 2. Identity and Background.

Item 2(a). This Schedule 13D is being filed jointly by Richard A. Rubin, Hawkeye Capital Management LLC and Hawkeye Capital LP (collectively the "Reporting Persons") with respect to the Common Stock which the Reporting Persons may be deemed to beneficially own pursuant to Section 13(d) of the Exchange Act. Richard A. Rubin is the managing member of Hawkeye Capital Management LLC, which is the general partner of Hawkeye Capital LP, a pooled investment vehicle organized as a partnership under the laws of the state of Delaware.

Item 2(b). The residence or business address of each Reporting Person is 200 West 57th Street, New York, NY 10019

Item 2(c). The present principal occupation of Richard A. Rubin is managing member of Hawkeye Capital Management LLC.

Item 2(d). During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Item 2(e). During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

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Item 2(f). Richard A. Rubin is a citizen of the United States and the other Reporting Persons were organized in Delaware.

Item 3. Source and Amount of Funds or Other Consideration.

The source of funds used to purchase the Common Stock consists of personal funds of the Reporting Persons. The aggregate amount of funds required to purchase the Common Stock acquired by the Reporting Persons is \$1,032,885.63.

Item 4. Purpose of Transaction.

The purpose of the acquisition of the Common Stock of the Company by the Reporting Persons is for investment. The Reporting Persons have requested that Richard A. Rubin be nominated to a seat on the Board of Directors of the Company. Otherwise, the Reporting Persons have no plan, proposal or intention that relates to, or would result in, any of the actions enumerated in Item 4 of the Special Instructions for Complying with Schedule 13D. The Reporting Persons will monitor the Company and its performance and may, at a later date as events warrant, take actions or develop plans (subject to any duties to the Company and its common stockholders Mr. Rubin may become subject to if elected as a Director of the Company) consistent with maximizing the value of the Reporting Persons' investments in the Company's Common Stock and debt.

Item 5. Interest in Securities of the Issuer.

Item 5(a). The Reporting Persons own an aggregate of 1,004,999 shares of Common Stock, or approximately 5.02% of the Company's outstanding Common Stock.

Item 5(b). Of the Reporting Persons, only Richard A. Rubin has sole power to vote or to direct the vote, and sole power to dispose and to direct the disposition, or the Common Stock.

Item 5(c). Other than as described in this Statement, none of the Reporting Persons has purchased any of the Company's securities during the past sixty days or since the most recent filing of Schedule 13D, whichever is less.

Item 5(d). No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

Item 5(e). Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None except as disclosed herein.

Item 7. Material to be Filed as Exhibits.

None.

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.

Dated: March 24, 2003

RICHARD A. RUBIN

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/s/ Richard A. Rubin

HAWKEYE CAPITAL MANAGEMENT LLC

By: /s/ Richard A. Rubin

Name: Richard A. Rubin
Title: Managing Member

HAWKEYE CAPITAL LP

By: Hawkeye Capital Management
LLC, its general partner

By: /s/ Richard A. Rubin

Name: Richard A. Rubin
Title: Managing Member