

Schedule 13D

SCA 13D

ORIGINAL  
U 33-515

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

HOUSEHOLD INTERNATIONAL, INC.

(Name of Issuer)

\$2.50 Cumulative Convertible Voting Preferred Stock

(Title of Class of Securities)

441815 30 5

Louis M. Castruccio, Esq. (CUSIP Number)

IRKLL & MANELLA

1800 Avenue of the Stars, Suite 900

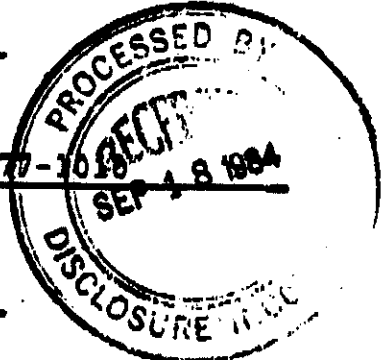
Los Angeles, California 90067

(213) 277-1010

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

September 7, 1984

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement . (A fee is not required only if the reporting 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.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filed 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).

(Continued on following page(s))

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  WILLIAM [REDACTED] AYDEN                      554-12-7992
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC. USE ONLY [REDACTED]
4	SOURCE OF FUNDS*  00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION  UNITED STATES OF AMERICA
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER  223,132
	8 SHARED VOTING POWER  ---
	9 SOLE DISPOSITIVE POWER  223,132
	10 SHARED DISPOSITIVE POWER  ---
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  223,132
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.2% (Approximate figure calculated on basis of 1,296,887 shares outstanding as of March 12, 1984.)
14	TYPE OF REPORTING PERSON*

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  STANLEY WYDEN 569-56-3043
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC. 13B ONLY [REDACTED]
4	SOURCE OF FUNDS*  00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION  UNITED STATES OF AMERICA
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER  65,682
	8 SHARED VOTING POWER  5,000
	9 SOLE DISPOSITIVE POWER  65,682
	10 SHARED DISPOSITIVE POWER  5,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  70,682
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (Approximate figure calculated on basis of 1,296,887 5.5% shares outstanding as of March 12, 1984.)
14	TYPE OF REPORTING PERSON*

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20547

SCHEDULE 13D  
Under The Securities Exchange Act of 1934

Item 1. Security and Issuer.

This Schedule relates to the \$2.50 Cumulative Convertible Voting Preferred Stock, without par value ("\$2.50 Preferred Stock"), of Household International, Inc., a Delaware corporation ("Household"). The principal executive offices of Household are located at 2700 Sanders Road, Prospect Heights, Illinois 60070.

Item 2. Identity and Background.

(a) This Schedule is being filed on behalf of the undersigned, William R. Hayden and Stanley D. Hayden, such persons being sometimes hereinafter collectively referred to as the "Reporting Persons." William R. Hayden is the father of Stanley D. Hayden.

(b) The business address of each of the Reporting Persons is: 110 W. Las Tunas Drive, San Gabriel, California 91776.

(c) Each of William R. Hayden and Stanley D. Hayden are self-employed. Each of the Reporting Person's principal

occupy the location, analysis and participation in real estate securities investments. The business address of each of the Reporting Persons is as indicated in subparagraph (b) above.

(d) Neither of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

(e) Neither of the Reporting Persons has been, during the last five years, 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 violation with respect to such laws.

(f) Each of the Reporting Persons is a citizen of the United States of America.

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

The 223,132 shares of \$2.50 Preferred Stock beneficially owned by William R. Hayden, and the 70,682 shares of \$2.50 Preferred Stock beneficially owned by Stanley D. Hayden, were acquired in 1969 in connection with the merger of Vons Grocery Company with Household Finance Company

(which was later renamed Household International, Inc.) in exchange for stock of Vons Grocery Company held by the Reporting Persons.

Item 4. Purpose of Transaction.

On September 7, 1984, counsel for the Reporting Persons and Frederick T. Von der Ahe and Vincent M. Von der Ahe (the "Von der Ahes") sent a letter on their behalf to Donald C. Clark, Chairman of the Board of Household, and by copy of such letter, to each of the individual directors of the Board of Directors of Household, indicating that the Reporting Persons and the Von der Ahes believe certain actions taken by the Board at its meeting on August 14, 1984, to be contrary to the best interests of the shareholders of Household. These Board actions include the declaration of a dividend of one preferred stock purchase right (the "Preferred Rights") for each outstanding share of common stock, no par value ("Common Stock") of Household, which entitles each holder of one share of Common Stock, until August 31, 1994, to buy 1/100th of a share of Series A Junior Participating Preferred Stock of Household for \$100; and the approval of employment contracts with various of its management personnel which contain "golden parachute" provisions providing for the payment of substantial

sums of money to such personnel in the event of their termination of employment by virtue of a change in control of Household. The September 7 letter further indicated that the Reporting Persons and the Von der Ahes are inalterably opposed to these Board actions remaining in effect and urged the immediate rescission of the Preferred Rights and the "golden parachute" provisions of the employment contracts approved by the Board. A copy of the September 7, 1984 letter is attached hereto as Exhibit "1." The Reporting Persons disclaim any membership in, or the existence of, a group, within the meaning of Section 13(d)(3) of The Securities and Exchange Act of 1934, as amended, with the Von der Ahes or any other party.

At present, the Reporting Persons have not determined their future course of action with respect to their investment in Household. The Reporting Persons do not presently intend to seek control of Household or make any purchases of voting securities of Household. The Reporting Persons do, however, intend to communicate with other shareholders of Household to exchange views with respect to Household's prospects and management and the Preferred Rights and golden parachute employment agreements.

The Reporting Persons may in the future take such actions with respect to their holdings of securities of

Household they deem appropriate in light of the circumstances existing, including the sale of all or a portion of the Reporting Persons' holdings of securities of Household in open market or privately negotiated transactions to one or more purchasers, or joining with other holders of Household securities to press for the rescission of the Preferred Rights and the golden parachute employment provisions.

Except as set forth in this Item 4, the Reporting Persons do not presently have any plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of Issuer.

(a) William R. Hayden beneficially owns 223,132 shares, which is approximately 17.2% of the outstanding shares of \$2.50 Preferred Stock. Stanley D. Hayden beneficially owns 70,682 shares, which is approximately 5.5% of the outstanding \$2.50 Preferred Stock. The above percentages are based upon 1,296,887 shares outstanding as reported in Household's Proxy Statement for its 1984 Annual Meeting of Shareholders, dated March 23, 1984.

(b) William R. Hayden has the sole voting and dispositive power with respect to the 223,132 shares of \$2.50



Preferred Stock beneficially owned by him, all of which shares are held individually by him. Stanley D. Hayden has the sole voting and dispositive power with respect to 65,682 shares of \$2.50 Preferred Stock beneficially owned by him, which shares include 63,282 shares held by him individually, and 2,400 shares held by him as a Trustee or Custodian under the Uniform Gift to Minors Act for the benefit of his children. Stanley D. Hayden has shared voting and dispositive power with respect to 5,000 shares of \$2.50 Preferred Stock held by his wife, Marcia Hayden, as a Trustee or Custodian under the Uniform Gift to Minors Act for the benefit of their children. By reason of the fact that Stanley D. Hayden and Marcia Hayden are married, each of such persons may be deemed to be the beneficial owner of, and to possess shared power to vote and dispose of, such 5,000 shares of \$2.50 Preferred Stock.

(c) No transactions in the \$2.50 Preferred Stock has been effected by either of the Reporting Persons during the past sixty (60) days.

(d) Other than Marcia Hayden who has the right to receive and the power to direct the receipt of dividends from, or the proceeds for the sale of, the 5,000 shares of \$2.50 Preferred Stock held by her as a Trustee or Custodian

under the Uniform Gift to Minors Act, no person, other than the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of \$2.50 Preferred Stock beneficially owned by the Reporting Persons.

(e) Not applicable.

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

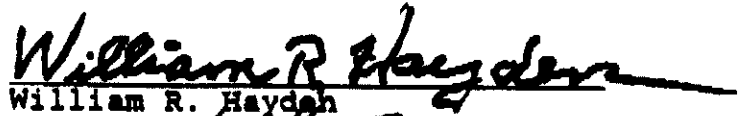
William R. Hayden is the father of Stanley D. Hayden and the Reporting Persons have participated jointly in a number of investments in the past. Other than the foregoing, no contracts, arrangements, understandings or relationships among the persons named in Item 2 exist with respect to any of the securities of Household.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Letter dated September 7, 1984 from counsel to William R. Hayden, Stanley D. Hayden, Frederick T. Von der Ahe and Vincent M. Von der Ahe, to Donald C. Clark, Chairman of the Board of Household.

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

Dated: September 14, 1984

  
William R. Hayden

Dated: September 14, 1984

  
Stanley D. Hayden

94-213-984.3



Mr. Donald C. Clark  
September 7, 1984  
Page Two

The Haydens and Von der Ahes have asked us to advise them with respect to their interests as shareholders of Household. As a first step in this regard, they have authorized us to write this letter to you and each member of the Board of Household urging the immediate rescission of both the Preferred Share Purchase Rights Plan and the employment contracts containing "golden parachute" provisions. If any similar actions have been undertaken by the Board or management, but have not yet been disclosed to the public, we urge that you immediately disclose them so that the Haydens and Von der Ahes may evaluate those actions as well.

We look forward to an early reply from you that the Board of Directors of Household is taking immediate steps to rescind the Preferred Share Purchase Rights Plan and the employment contracts containing "golden parachutes."

Sincerely,

  
Louis M. Castruccio

LMC/ac

- cc: Mr. Bernard F. Brennan
- Mr. Donald C. Clark
- Mr. Gary G. Dillon
- Ms. Mary J. Evans
- Mr. Thomas D. Flynn
- Mr. William D. Hendry
- Mr. Joseph W. James
- Mr. Mitchell P. Kartalia
- Mr. John A. Moran
- Mr. Gordon P. Osler
- Mr. Arthur E. Rasmussen
- Mr. George W. Rauch
- Mr. James M. Tait
- Mr. Raymond C. Tower
- Mr. Miller Upton
- Mr. John C. Whitehead

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