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CHAMPION ENTERPRISES INC
Form 424B3
October 01, 2003

Filed pursuant to Rule 424(b)(3)

File # 333-104055

SECOND PROSPECTUS SUPPLEMENT DATED OCTOBER 1, 2003

TO

PROSPECTUS DATED MAY 21, 2003

5,000,000 SHARES

CHAMPION ENTERPRISES, INC.

COMMON STOCK
(\$1.00 PAR VALUE)

This prospectus supplement supplements the prospectus dated May 21, 2003 of Champion Enterprises, Inc. ("Champion") relating to 5,000,000 shares of common stock, \$1.00 par value per share, of Champion issuable upon conversion of Convertible Promissory Notes held by the selling shareholders. This prospectus supplement should be read in conjunction with the prospectus and is qualified by reference to the prospectus, except to the extent that the information presented in this prospectus supplement supercedes the information contained in the prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT OR THE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is October 1, 2003.

The section of the Prospectus under the heading "Selling Shareholders" is amended to read in its entirety as follows:

Certain information concerning the selling shareholders is provided below. The following table was restated in a supplement to this Prospectus dated October 1, 2003 and reflects selling shareholder information as of that date.

Name -----	Present Positions, Offices or Relationships with the Company and its Affiliates During the Past 3 Years -----	Shares of Common Stock	
		Beneficially owned as of date of this Prospectus -----	Offered by this Prospect -----
	(4)	(5)	
John Bushman (1)	Consultant	68,686	1,160,38

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ICA Group, Inc. (2)	N/A	79,831	1,368,59
Investment Corp. of America (2)	N/A	31,446	539,09
Ed Lasater (3)	President	55,004	385,77
Roger Lasater (3)	Senior Vice President Sales & Marketing for Champion Enterprises, Inc. Formerly, EVP A-1 Homes Group LP, President, Western Region Retail of Champion Enterprises, Inc., President of Genesis Homes	44,285	249,18
Jeff Bushman (1)	Formerly, Regional Vice President	17,677	303,05
Gary Chipman	Regional Vice President	14,781	212,69
Jim Kirk	Formerly, Regional Vice President of Homes America of Arizona, Inc.	32,243	209,89
Harvey Andrews	Formerly, General Manager	9,130	156,52
Brad Bushman (1)	Formerly, General Manager Wholesale Division	7,535	129,18
Sandy Tucker	General Manager	3,258	32,29
Mike McGinnis	Director of Training Formerly, General Manager	7,279	94,71
Ben Spector	Formerly, General Manager	3,474	59,56
Gay Clary	General Manager	7,677	5,19
Andy Lasater (3)	Executive Vice President	6,002	51,47
Ron Borders	Formerly, Salesman, General Manager	929	15,94
Eddie Harrison	Regional Vice President Formerly, General Manager	5,011	26,43

* Less than 1%

(1) John Bushman is the father of Jeff Bushman and Brad Bushman. Each of these three disclaims beneficial ownership of the shares held by the other two.

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(2) ICA Group, Inc. and Investment Corp. of America are both privately owned corporations. John Bushman, through the C&J Revocable Trust owns 84% of the common stock of each corporation and Ed Lasater owns the remaining 16%.

(3) Ed Lasater, Roger Lasater and Andy Lasater are all brothers. Each of these three disclaims beneficial ownership of the shares held by the other two.

(4) Unless otherwise indicated, the office or position listed is with A-1 Homes Group, LP, a subsidiary of Champion Enterprises, Inc.

(5) Consists of shares of the Company's common stock beneficially owned by the selling shareholder excluding any shares to be received by the selling shareholder upon conversion into common stock of any payments due to the selling shareholder under the Convertible Promissory Notes.

(6) Assumes sale of all common stock issuable upon conversion of the payments due to the selling shareholder under the Convertible Promissory Notes.

