

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULE 13D-1(a) AND AMENDMENTS THERETO  
FILED PURSUANT TO RULE 13D-2(a)  
(AMENDMENT NO. 1)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Consolidated-Tomoka Land Co.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

210226106

-----  
(CUSIP Number)

Henri L. Wedell  
125 Norwal  
Memphis, TN 38117  
(901) 683-6668

Harvey Goldman  
Steel Hector & Davis LLP  
200 South Biscayne Boulevard, Suite 4000  
Miami, FL 33131-2398  
(305) 577-7011

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

July 12, 2001

-----  
(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 Sections 240.13d-1(e), 240.13d-1(f) or 140.13d-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 240.13d-7 for other parties to whom copies are to be sent.

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).

Cusip No. 210226106

- (1) NAMES OF REPORTING PERSON  
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Henri L. Wedell(1)  
-----
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [X]  
(b)  [ ]  
-----
- (3) SEC USE ONLY  
-----
- (4) SOURCE OF FUNDS  
N/A  
-----
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS [ ]  
IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
-----
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----
- |   |      |                                    |
|---|------|------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | (7)  | SOLE VOTING POWER<br>47,000        |
|   | (8)  | SHARED VOTING POWER<br>10,600      |
|   | (9)  | SOLE DISPOSITIVE POWER<br>47,000   |
|   | (10) | SHARED DISPOSITIVE POWER<br>10,600 |
- 
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
57,600  
-----
- (12) CHECK BOX IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES [ ]  
-----
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.0%(2)  
-----
- (14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN  
-----

- (1) Henri L. Wedell has sole voting and dispositive power over accounts in his name, has shared voting and dispositive power with Marsha M. Wedell as trustees for the benefit of the L.G. Miller GST Exempt Trust U/A/O 6/18/96 (the "LG Miller Trust"), and is beneficiary of the U/W/O C. Wedell Wedellsborg FBO Henri Wedell Spendthrift Trust (the "Spendthrift Trust"). Each of these accounts or trusts hold Shares, as defined in Item 1 below.
- (2) Calculation based on 5,565,784 Shares outstanding as of May 1, 2001.

- (1) NAMES OF REPORTING PERSON  
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Marsha M. Wedell(1)  
-----
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]  
(b) [ ]  
-----
- (3) SEC USE ONLY  
-----
- (4) SOURCE OF FUNDS  
  
N/A  
-----
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS [ ]  
IS REQUIRED PURSUANT TO ITEMS 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 209,700	-----
	(8)	SHARED VOTING POWER 10,600	-----
	(9)	SOLE DISPOSITIVE POWER 209,700	-----
	(10)	SHARED DISPOSITIVE POWER 10,600	-----

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
220,300  
-----
- (12) CHECK BOX IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]  
-----
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
4.0%(2)  
-----
- (14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
  
IN  
-----

(1) Marsha M. Wedell has sole voting and dispositive power over accounts in her name, has shared voting and dispositive power with Henri L. Wedell as trustees for the benefit of the L.G. Miller Trust, and has sole voting and dispositive power as trustee of the Spendthrift Trust. Each of these accounts and trusts hold Shares.

(2) Calculation based on 5,565,784 Shares outstanding as of May 1, 2001.

- (1) NAMES OF REPORTING PERSON  
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Visse M. Wedell(1)  
-----
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]  
(b) [ ]  
-----
- (3) SEC USE ONLY  
-----
- (4) SOURCE OF FUNDS  
  
N/A  
-----
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS [ ]  
IS REQUIRED PURSUANT TO ITEMS 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 0
	(8)	SHARED VOTING POWER 10,700
	(9)	SOLE DISPOSITIVE POWER 0
	(10)	SHARED DISPOSITIVE POWER 10,700

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
10,700  
-----
- (12) CHECK BOX IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]  
-----
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
.2%(2)  
-----
- (14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
  
IN  
-----

(1) Visse M. Wedell has shared voting and dispositive power, with W. Lytle Nichol IV, as joint trustee over The Visse Wedell Grantor Trust (the "Grantor Trust"), which holds Shares. Visse M. Wedell is also the sole beneficiary of the Grantor Trust.

(2) Calculation based on 5,565,784 shares outstanding as of May 1, 2001.

- (1) NAMES OF REPORTING PERSON  
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
W. Lytle Nichol IV(1)  
-----
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]  
(b) [ ]  
-----
- (3) SEC USE ONLY  
-----
- (4) SOURCE OF FUNDS  
  
N/A  
-----
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS [ ]  
IS REQUIRED PURSUANT TO ITEMS 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	0
	(8)	SHARED VOTING POWER	10,700
	(9)	SOLE DISPOSITIVE POWER	0
	(10)	SHARED DISPOSITIVE POWER	10,700

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
10,700  
-----
- (12) CHECK BOX IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]  
-----
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
.2%(2)  
-----
- (14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
  
IN  
-----

- (1) W. Lytle Nichol IV has shared voting and dispositive power as joint trustee, with Visse M. Wedell, over The Grantor Trust, which holds Shares.
- (2) Calculation based on 5,565,784 Shares outstanding as of May 1, 2001.

ITEM 1. SECURITY AND ISSUER

This Amendment No. 1 on Schedule 13D relates to shares of Common Stock, \$1.00 par value per share (the "Shares") of Consolidated-Tomoka Land Co. (the "Company"), whose principal executive offices are located at 149 South Ridgewood Avenue, Daytona Beach, Florida 32114. This Amendment No. 1 amends the initial statement on Schedule 13D, dated September 15, 2000 (the "Initial Statement"), filed by the Reporting Persons. This Amendment No. 1 is being filed by the Reporting Persons to report that, as a result of certain sales of Shares in one or more accounts of the Reporting Persons (as provided on Item 5 below), the number of Shares of which the Reporting Persons may be



deemed the beneficial owners has decreased to the point that the Reporting Persons are no longer subject to the reporting obligations pursuant to Rule 13d-1. Capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Initial Statement is amended as follows:

ITEM 2. IDENTITY AND BACKGROUND

Henri L. Wedell, Marsha M. Wedell, Visse M. Wedell, and W. Lytle Nichol IV are no longer subject to the reporting obligations pursuant to Rule 13d-1.

## ITEM 5. INTEREST IN SECURITIES OF ISSUER

The responses to Items 7, 8, 9, 10, 11, and 13, and any footnotes thereto, of the inside cover pages of this Amendment No. 1 to Schedule 13D for each of the Reporting Persons are hereby incorporated by reference in response to this Item 5.

In the aggregate, the Reporting Persons have sole or shared voting and dispositive power over 278,000 Shares. The Company's Form 10-Q for the quarter ended March 31, 2001 reports 5,565,784 Shares outstanding; therefore, the Reporting Persons' 278,000 shares constitute 4.99% of the presently outstanding class of Common Stock.

The trading dates, number of Shares sold, and average price per share for all transactions in the Shares by the Reporting Persons during the past 60 days are set forth as follows:

Reporting Person -----	Trading Date -----	Number of Shares -----	Average Price/Share -----
Henri L. Wedell	July 9, 2001	25,000	\$20.89
	July 9, 2001	16,700	\$21.04
	July 10, 2001	8,500	\$20.70
Marsha M. Wedell, as trustee for the Spendthrift Trust	July 13, 2001	1,500	\$20.63
	July 16, 2001	7,700	\$21.05
Marsha M. Wedell, as trustee for the L.G. Miller Trust	July 12, 2001	5,600	\$21.16
	July 13, 2001	4,400	\$20.63
Visse M. Wedell and W. Lytle Nichol IV, as joint trustees for the Grantor Trust	July 23, 2001	6,300	\$21.00
		700	\$20.80
		800	\$20.75

All such transactions were open market transactions and were effected on the American Stock Exchange.

## ITEM 7. EXHIBITS

Exhibit A Joint Filing Agreement dated September 14, 2000 is incorporated by reference to the Reporting Persons Initial Statement filed on September 15, 2000.

Exhibit B Agreement and Power of Attorney dated September 14, 2000.



SIGNATURES

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

Date: July 23, 2001

Signature: /s/ Henri L. Wedell  
-----  
Name: Henri L. Wedell, individually and as Trustee for the LG Miller Trust

Signature: /s/ Marsha M. Wedell\*  
-----  
Name: Marsha M. Wedell, individually and as Trustee for the LG Miller Trust and the Spendthrift Trust

Signature: /s/ Visse M. Wedell\*  
-----  
Name: Visse M. Wedell, as Trustee for the Grantor Trust

Signature: /s/ W. Lytle Nichol IV\*  
-----  
Name: W. Lytle Nichol IV, as Trustee for the Grantor Trust

\* By: /s/ Henri L. Wedell  
-----  
Henry L. Wedell,  
pursuant to Power of Attorney

AGREEMENT  
AND  
POWER OF ATTORNEY

Each of the undersigned (i) hereby agrees that any amendment required pursuant to Rule 13d-2(a) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to be filed by or on behalf of the undersigned with the United States Securities and Exchange Commission ("SEC"), Consolidated-Tomoka Land Co. ("CTL"), and the American Stock Exchange ("ASE") to the Schedule 13D filed September 15, 2000 pursuant to Rule 13d-1(a) of the Exchange Act, pertaining to the common stock of CTL beneficially owned (as such term is defined for purposes of Section 13(d) of the Exchange Act) by the undersigned may be filed by Henri L. Wedell on behalf of the undersigned and (ii) does hereby constitute and appoint Henri L. Wedell his, her, or its true and lawful attorney-in-fact and agent, with full power of substitution, for him, her, or it and in his, her, or its name, place, and stead, in any and all capacities, to execute and deliver to the SEC, CTL and the ASE any such amendments to the Schedule 13D on behalf of the undersigned. The undersigned further grants unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection with the execution and delivery of the foregoing documents, as fully to all intents and purposes as he, she, or it might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his, her, or its substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in two or more counterparts, each of which shall be deemed to constitute one and the same instrument or document.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK  
SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned has executed this power of attorney on this 14th day of September, 2000.

Signature: /s/ Henri L. Wedell  
-----  
Name: Henri L. Wedell, individually and as Trustee for the  
L.G. Miller GST Exempt Trust U/A/O 6/18/96

Signature: /s/ Marsha M. Wedell  
-----  
Name: Marsha M. Wedell, individually and as Trustee for the  
L.G. Miller GST Exempt Trust U/A/O 6/18/96 and  
U/W.O C. Wedell Wedellsborg FBO Henri Wedell  
Spendthrift Trust

Signature: /s/ Visse M. Wedell  
-----  
Name: Visse M. Wedell, as Trustee for the Visse Wedell  
Grantor Trust

Signature: /s/ Lytle W. Nichol IV  
-----  
Name: Lytle W. Nichol IV, as Trustee for the Visse Wedell  
Grantor Trust