

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 3)

Redwood Trust, Inc.

(Name of Issuer)

Common

(Title of Class of Securities)

Common-758075402

(Cusip Number)

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of
Above Person.

WALLACE R. WEITZ & COMPANY 47-0654095

2) Check the Appropriate Box if a Member of a Group.

(a) []

(b) [X]

3) SEC Use Only.

4) Citizenship or Place of Organization.

STATE OF NEBRASKA

Number of Shares Beneficially Owned by Each Reporting Person With:

5) Sole Voting Power: 1,523,119

6) Shared Voting Power: NONE

7) Sole Dispositive Power: 1,523,119

8) Shared Dispositive Power: NONE

9) Aggregate Amount Beneficially Owned by Each Reporting Person.

1,523,119

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares. []

11) Percent of Class Represented by Amount in Row 9.

10.4%

12) Type of Reporting Person.

IA

Check the following box if a fee is being paid with this statement []

SCHEDULE 13G

Page -2-

Item 1(a). Name of Issuer:

REDWOOD TRUST, INC.

Item 1(b). Address of Issuer's Principal Executive Office:

591 REDWOOD HIGHWAY, SUITE 3100

MILL VALLEY, CALIFORNIA 94941

Item 2(a). Name of Person Filing:

WALLACE R. WEITZ & COMPANY

Item 2(b). Address of Person Filing:

1125 SOUTH 103RD STREET, SUITE 600

OMAHA, NEBRASKA 68124-6008

Item 2(c). Citizenship:

STATE OF NEBRASKA

Item 2(d). Title of Class of Securities:

COMMON

Item 2(e). CUSIP Number:

COMMON-758075402

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 23-d(b),
check whether the person filing is a:

[X] INVESTMENT ADVISER REGISTERED UNDER SECTION 203 OF THE
INVESTMENT ADVISER ACT OF 1940

Item 4. Ownership:

(a) Amount Beneficially Owned: 1,523,119

