

Edgar Filing: ADVANCED MAGNETICS INC - Form SC 13G/A

ADVANCED MAGNETICS INC  
Form SC 13G/A  
February 11, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 17)\*

Advanced Magnetics, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class Securities)

00753P 10 3

-----  
(CUSIP Number)

December 31, 2004

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)

/ / Rule 13d-1(c)

/X/ Rule 13d-1(d)

\*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 ("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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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CUSIP No. 00753P 10 3

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Marlene Kaplan Goldstein

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of  
Shares Bene-  
ficially by  
Owned by Each  
Reporting  
Person With:

5. Sole Voting Power: 156,287

6. Shared Voting Power: 793,400

7. Sole Dispositive Power: 156,287

8. Shared Dispositive Power: 793,400

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 949,687

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): See Item 4(a)

11. Percent of Class Represented by Amount in Row (9): 11.9%

12. Type of Reporting Person (See Instructions)

IN

Item 1.

(a) Name of Issuer

Advanced Magnetix, Inc.

(b) Address of Issuer's Principal Executive Offices

61 Mooney Street, Cambridge, MA 02138

Item 2.

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(a) Name of Person Filing

Marlene Kaplan Goldstein

(b) Address of Principal Business Office or, if none, Residence

c/o Advanced Magnetix, Inc. 61 Mooney Street Cambridge, MA 02138

(c) Citizenship

United States

(d) Title of Class of Securities

Common Stock, \$.01 par value per share

(e) CUSIP Number

00753P 10 3

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) / / Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) / / Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) / / Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) / / Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) / / An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f) / / An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) / / A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) / / A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) / / A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) / / Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

SEC 1745 (12-02)

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

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156,287. This amount does not include 159,903 shares held by spouse and 12,422 shares issuable to spouse within 60 days of December 31, 2004.

(b) Percent of class:

11.9% (based on 7,997,557 shares of Common Stock reported by the Company's transfer agent as outstanding at the close of business on December 31, 2004).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 156,287

(ii) Shared power to vote or to direct the vote: 793,400

(iii) Sole power to dispose or to direct the disposition of: 156,287

(iv) Shared power to dispose or to direct the disposition of: 793,400

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Inapplicable.

Item 8. Identification and Classification of Members of the Group

Inapplicable.

Item 9. Notice of Dissolution of Group

Inapplicable.

Item 10. Certification

Inapplicable.

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.

February 10, 2005

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Date

/s/ Marlene Kaplan Goldstein

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Signature

Marlene Kaplan Goldstein, Secretary

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Name/Title