

PATRIOT NATIONAL BANCORP INC
Form 10-K/A
May 12, 2008

U. S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the Fiscal Year Ended December 31, 2007

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission file number 000-29599

PATRIOT NATIONAL BANCORP, INC.
(Exact name of registrant as specified in its charter)

Connecticut
(State or other jurisdiction of incorporation or
organization)

900 Bedford Street
Stamford, Connecticut
(Address of principal executive offices)

06-1559137
(IRS Employer Identification Number)

06901
(Zip Code)

Registrant's telephone number, including area code: (203) 324-7500

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act: Common Stock, par value \$2.00 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Check whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Check if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Check whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer in Rule 12(b) of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12B-2 of the Act).

Yes No

Aggregate market value of the voting stock held by nonaffiliates of the registrant as of June 29, 2007 based on the last sale price as reported on the NASDAQ Global Market: \$ 81,190,625.

Number of shares of the registrant's Common Stock, par value \$2.00 per share, outstanding as of February 28, 2008: 4,751,844.

Documents Incorporated by Reference

Proxy Statement for 2008 Annual Meeting of Shareholders. (A definitive proxy statement will be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year covered by this Form 10-K.)

Incorporated into Part III of this Form 10-K.

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Explanatory Note Page

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Exhibits

EX 31(1)	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
EX 31(2)	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer

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EXPLANATORY NOTE

Patriot National Bancorp, Inc. is filing this Amendment No. 1 on Form 10-K/A (the “Amendment”) for the purpose of amending its Annual Report on Form 10-K for the year ended December 31, 2007, as filed with the Securities and Exchange Commission on March 17, 2008 (the “Original Filing”). This Amendment is being filed to include the appropriate form of Exhibit 31.1, Certification by Chief Executive Officer, and Exhibit 31.2, Certification by Chief Financial Officer, as set forth in the attached exhibits. This Amendment does not update or restate any information in the Original Filing.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Patriot National Bancorp, Inc.
(Registrant)

By: /s/ Angelo De Caro
Name: Angelo De Caro
Title: Chairman & Chief Executive Officer

Date: May 9, 2008