

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

ADVANCED MAGNETICS INC  
Form SC 13G/A  
February 08, 2006

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

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d  
-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 20) (1)

Advanced Magnetics, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

00753P 10 3  
(CUSIP Number)

December 31, 2005  
(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)  
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Rule 13d-1(c)  
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x Rule 13d-1(d)  
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(1) 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 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 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).

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1 Name of Reporting Person/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

Jerome Goldstein

2 Check the Appropriate Box If a Member of a Group (a)   
(See Instructions) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

United States of America

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With		164,375
	6	Shared Voting Power
		788,900
	7	Sole Dispositive Power
		164,375
	8	Shared Dispositive Power
		788,900

9 Aggregate Amount Beneficially Owned by Each Reporting Person

953,275

10 Check If the Aggregate Amount in Row (9) Excludes Certain Shares X  
(See Instructions)

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

9.6%

12 Type of Reporting Person (See Instructions)

IN

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Item 1.

(a) Name of issuer:

Advanced Magnetism, Inc.

(b) Address of Issuer's Principal Executive Offices:

61 Mooney Street  
Cambridge, MA 02138

Item 2.

(a) Name of Person Filing:

Jerome Goldstein

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

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

(c) Citizenship:

United States of America

(d) Title of Class of Securities:

Common Stock, \$.01 par value per share

(e) CUSIP Number:

00753P 10 3

Item 3. If the Statement is being filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the filing person 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);

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- (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).

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: 953,275. This amount consists of: (a) 38,900 shares held by the Kaplan Goldstein Family Foundation, a charitable foundation whose trustees are Jerome Goldstein, Marlene Kaplan Goldstein, and Mr. and Mrs. Goldstein's adult children, each of whom share voting and investment power; (b) 375,000 shares held in Mr. Goldstein's grantor retained annuity trusts for which Mr. Goldstein's spouse is one of the trustees and 375,000 shares held in Mr. Goldstein's spouse's grantor retained annuity trusts for which Mr. Goldstein is one of the trustees and has shared voting and investment power; and (c) 18,672 shares issuable to Mr. Goldstein pursuant to options currently exercisable or exercisable within 60 days of December 31, 2005. This amount does not include 156,087 shares directly held by Mr. Goldstein's spouse.

(b) Percent of class: 9.6% (based on 9,910,229 shares of Common Stock reported by the Company's transfer agent as outstanding at the close of business on December 31, 2005 in addition to 18,672 shares issuable to Mr. Goldstein pursuant to options exercisable within 60 days of December 31, 2005).

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

- (i) Sole power to vote or direct the vote: 164,375
- (ii) Shared power to vote or direct the vote: 788,900
- (iii) Sole power to dispose or to direct the disposition of: 164,375
- (iv) Shared power to dispose or to direct the disposition of: 788,900

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 had 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.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 8, 2006

-----  
(Date)

/s/ Jerome Goldstein

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(Signature)

Jerome Goldstein, Chairman of the  
Board of Directors, Chief Executive  
Officer and Treasurer

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(Name/Title)

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)