

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

ADVANCED MAGNETICS INC  
Form SC 13G/A  
February 10, 2006

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

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OMB APPROVAL  
OMB NUMBER: 3235-0145  
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SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_\_3\_\_\_\_\_)\*

ADVANCED MAGNETICS INC.

-----  
(Name of Issuer)

COMMON STOCK

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

00753P103

-----  
(CUSIP Number)

12/31/05

-----  
(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)
- Rule 13d-1(d)

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\*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

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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).

CUSIP No. 00753P103

-----  
1. NAME OF REPORTING PERSON(S)  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)  
  
LESLIE GOLDSTEIN

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a) [ ]  
(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
USA

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER
100,000
-----
6. SHARED VOTING POWER
200,000

-----  
REPORTING PERSON WITH

7. SOLE DISPOSITIVE POWER
100,000
-----
8. SHARED DISPOSITIVE POWER
200,000

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
300,000

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.0%

-----  
12. TYPE OF REPORTING PERSON\*

IN  
-----

Item 1. (a) Name of Issuer:

ADVANCED MAGNETICS INC.  
-----

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

61 Mooney Street  
Cambridge, MA 02138  
-----

Item 2. (a) Name of Person Filing:  
LESLIE GOLDSTEIN  
-----

(b) Address of Principal Business Office, or if None, Residence:  
C/O INGALLS & SNYDER, 61 BROADWAY, NEW YORK, NY 10006  
-----

(c) Citizenship:  
USA  
-----

(d) Title of Class of Securities:  
COMMON STOCK  
-----

(e) CUSIP Number:  
00753P103  
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Item 3. If this statement is filed pursuant to Rules 240.13d-(1), or 13d-2(b) or (c), check whether the person filing is a:

INAPPLICABLE

(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)  Investment Adviser in accordance with Section 240.13d-1(b)(1)(ii)(E)

(f)  Employee Benefit Plan or endowment fund in accordance to Section 240.13d-1(b)(ii)(F)

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- (g) [ ] A parent holding company or control person in accordance with Section 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 Section 240.13d-1(b)(1)(ii)(J)

Item 4. Ownership.

(a) Amount beneficially owned: 436,248-----,

(b) Percent of class: 3.0%-----,

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

(i) Sole power to vote or to direct the vote  
100,000-----,

(ii) Shared power to vote or to direct the vote  
200,000-----,

(iii) Sole power to dispose or to direct the disposition of  
100,000-----,

(iv) Shared power to dispose or to direct the disposition of  
700,000-----

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 [ ]. INAPPLICABLE

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

Securities reported under sole voting and sole dispositive power are securities owned by Leslie Goldstein ("Goldstein"). Securities reported under shared voting power are owned by The Leslie Goldstein and Roslyn Goldstein Foundation (the "Foundation"). Goldstein and Roslyn Goldstein, his wife, are the co-trustees of the Foundation and, as such, share the power to vote and dispose of the shares owned by it. Securities reported under shared dispositive power include those owned by the Foundation.

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

INAPPLICABLE

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

INAPPLICABLE

Item 9. Notice of Dissolution of Group.

INAPPLICABLE

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 such 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.

Date:2/10/06

-----  
(Signature)\*  
/s/ LESLIE GOLDSTEIN

-----  
LESLIE GOLDSTEIN

\* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).