### GERACI JOSEPH ANTHONY II

Form 4

March 18, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GERACI JOSEPH ANTHONY II			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Mill City Ventures III, Ltd [MCVT]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
900 IDS CEN STREET	TER, 80 SOU	TH 8TH	03/31/2012	_X_ Officer (give title Other (specify below) Chief Financial Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
MINNEAPOI	IS MN 5540	2		Form filed by More than One Reporting		

### MINNEAPOLIS, MN 55402

MINNEAPOLIS, MN 55402								Person	nore man one Re	porting
	(City)	(State) (	Zip) Table	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed of	f, or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
	Common Stock							17,273	I	By Spouse
	Common Stock	12/10/2012		J <u>(1)</u>	289,600	A	\$ 1	290,055	I	By Lantern Advisers LLC (2)
	Common Stock	03/31/2012		A	5,455	A	\$0	218,730	D	
	Common Stock	06/30/2012		A	9,091	A	\$0	227,821	D	
		09/30/2012		A	9.081	A	\$ 0	236,902	D	

Common	
Stock	

Common Stock	12/10/2012	<u>J(1)</u>	5,900	A	\$ 1	242,802	D
Common Stock	12/10/2012	A	6,000	A	\$ 0	248,802	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amoun	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title I	Amount or Number of		
				Code V	(A) (D)			;	Shares		

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
Troporting of their Finance (Finance)	Director	10% Owner	Officer	Other			
GERACI JOSEPH ANTHONY II 900 IDS CENTER 80 SOUTH 8TH STREET MINNEAPOLIS, MN 55402	X		Chief Financial Officer				

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## **Signatures**

/s/ Joseph A. Geraci II	03/18/201		
**Signature of Reporting Person	Date		

Reporting Owners 2

### Edgar Filing: GERACI JOSEPH ANTHONY II - Form 4

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On December 10, 2012, the Reporting Person and Lantern Advisers, LLC converted a substantial portion of the principal and interest of certain outstanding promissory notes into common stock.
- (2) A limited liability company, of which the Reporting Person is a member and a manager.

#### **Remarks:**

### ALL SHARE OWNERSHIP AMOUNTS OF HAVE BEEN ADJUSTED TO TAKE INTO ACCOUNT THE EFFECT OF A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.