

ADVANCED MAGNETICS INC
Form SC 13G/A
February 07, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 14)*

Advanced Magnetis, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00753P 10 3

(CUSIP Number)

(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).

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 (a) / /

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of a Group (See Instructions)

(b) / /

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Number of Shares
Beneficially
Owned by

(5) Sole Voting Power
583,637

Each Reporting
Person With:

(6) Shared Voting Power
46,900

(7) Sole Dispositive Power
583,637

(8) Shared Dispositive Power
46,900

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

630,537

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

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

9.5%

(12) Type of Reporting Person (See Instructions)

IN

Cusip No. 00753P 10 3

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ITEM 1(a).

NAME OF ISSUER:
Advanced Magnetics, Inc.

ITEM 1(b).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
61 Mooney Street
Cambridge, MA 02138

ITEM 2(a).

NAME OF PERSON FILING:

Marlene Kaplan Goldstein

ITEM 2(b).

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
c/o Advanced Magnetics, Inc.
61 Mooney Street
Cambridge, MA 02138

ITEM 2(c).

CITIZENSHIP:

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United States

ITEM 2(d). TITLE OF CLASS OF SECURITIES:
Common Stock, \$.01 par value per share

ITEM 2(e). CUSIP NUMBER:
00753P 10 3

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 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
Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund
in accordance with Section
240.13d-1(b)(1)(ii)(F);
- (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).

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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:

630,537. This amount does not include 672,922 shares

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owned by spouse, as to which beneficial ownership is disclaimed. This amount includes 2,750 shares issuable to Ms. Goldstein pursuant to options exercisable within 60 days of December 31, 2001.

(b) Percent of class:

9.5% (based on 6,631,695 shares of Common Stock reported by the Company's transfer agent as outstanding at the close of business on December 31, 2001.)

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

(i) Sole power to vote or to direct the vote
583,637

(ii) Shared power to vote or to direct the vote
46,900

(iii) Sole power to dispose or to direct the disposition of 583,637

(iv) Shared power to dispose or to direct the disposition of 46,900

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 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.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

February 7, 2002

Date

/s/ Marlene Kaplan Goldstein

Signature

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