

GOLDSTEIN MARLENE KAPLAN
Form SC 13G/A
February 10, 2004

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
OMB Number:
3235-0145

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December 31, 2005
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**Under the Securities Exchange Act of 1934
(Amendment No. 16)***

Advanced Magnetics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00753P 10 3

(CUSIP Number)

December 31, 2003

(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)

*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.

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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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
- | | | | |
|---|----|---|------------------------------------|
| | 5. | | Sole Voting Power
541,637 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
45,400 |
| | 7. | | Sole Dispositive Power
541,637 |
| | 8. | | Shared Dispositive Power
45,400 |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
587,037 | |
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
See Item 4(a)
 11. Percent of Class Represented by Amount in Row (9)
7.5%
 12. Type of Reporting Person (See Instructions)
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
Marlene Kaplan Goldstein
- (b) Address of Principal Business Office or, if none, Residence
c/o Advanced Magnetics, Inc.
61 Mooney Street
Cambridge, MA 02138
- (c) Citizenship
United States
- (d) Title of Class of Securities
Common Stock, \$.01 par value per share
- (e) CUSIP Number
00753P 10 3

Item 3.

- If this statement is filed pursuant to §§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 §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 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 §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:

587,037. This amount does not include 523,022 shares held by spouse and 42,422 shares issuable to spouse within 60 days of December 9, 2003.
- (b) Percent of class:

7.5% (based on 7,776,095 shares of Common Stock reported by the Company's transfer agent as outstanding at the close of business on December 31, 2003).
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 541,637
 - (ii) Shared power to vote or to direct the vote 45,400
 - (iii) Sole power to dispose or to direct the disposition of 541,637
 - (iv) Shared power to dispose or to direct the disposition of 45,400

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 O.

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 or Control Person

Inapplicable.

Item 8. Identification and Classification of Members of the Group

Inapplicable.

Item 9. Notice of Dissolution of Group

Inapplicable.

Item 10. Certification

Inapplicable.

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 9, 2004

Date

/s/ Marlen Kaplan Goldstein

Signature

Marlene Kaplan Goldstein, Secretary

Name/Title