

GOLDSTEIN MARLENE KAPLAN
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. 18) (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)

Rule 13d-1(c)

x Rule 13d-1(d)

(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).

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

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Marlene Kaplan 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		156,087	
	6	Shared Voting Power	
		788,900	
	7	Sole Dispositive Power	
		156,087	
	8	Shared Dispositive Power	
		788,900	

9 Aggregate Amount Beneficially Owned by Each Reporting Person

944,987

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)

9.5%

12 Type of Reporting Person (See Instructions)

IN

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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 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 inn 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: 944,987. This amount consists of: 375,000 shares held in Ms. Goldstein's grantor retained annuity trust for which Ms. Goldstein's spouse is one of the trustees and 375,000 shares held in Ms. Goldstein's spouse's grantor retained annuity trust, for which Ms. Goldstein is one of trustees and has shared voting and investment power. This amount does not include (a) 145,703 shares held directly by Ms. Goldstein's spouse; or (b) 18,672 shares issuable to Ms. Goldstein's spouse pursuant to options currently exercisable or exercisable within 60 days of the record date.

(b) Percent of class: 9.5% (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).

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

- (i) Sole power to vote or direct the vote: 156,087
- (ii) Shared power to vote or direct the vote: 788,900
- (iii) Sole power to dispose or to direct the disposition of: 156,087
- (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.

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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/ Marlene Kaplan Goldstein

(Signature)

Marlene Kaplan Goldstein, Secretary

(Name/Title)

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

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