

DISTRIBUTED ENERGY SYSTEMS CORP  
Form SC 13G/A  
February 04, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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. 2) \*

Distributed Energy Systems Corp.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

25475V104

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(CUSIP Number)

December 31, 2004

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(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  
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 ("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).

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Lloyd I. Miller, III 279-42-7925

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [ ]  
(B) [ ]

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		2,180,816
	6	SHARED VOTING POWER
		1,495,998
	7	SOLE DISPOSITIVE POWER
		2,180,816
	8	SHARED DISPOSITIVE POWER
		1,495,998

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,676,814

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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)

10.4%

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12 TYPE OF REPORTING PERSON

IN-IA-OO\*\*

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\* See Item 4.

## Edgar Filing: DISTRIBUTED ENERGY SYSTEMS CORP - Form SC 13G/A

Item 1(b).	Address of Issuers's Principal Executive Offices:	10 Technology Wallingford,
Item 2(a).	Name of Person Filing:	Lloyd I. Mill
Item 2(b).	Address of Principal Business Office or, if None, Residence:	4550 Gordon D 34102
Item 2(c).	Citizenship:	U.S.A.
Item 2(d).	Title of Class of Securities:	Common Stock
Item 2(e).	CUSIP Number:	25475V104

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable, this statement is filed pursuant to 13d-1(c)

Item 4. OWNERSHIP: The reporting person has shared dispositive and voting power with respect to 1,495,998 shares of the reported securities as an investment advisor to the trustee of a certain family trust. The reporting person has sole dispositive and voting power with respect to 2,180,816 of the reported securities as (i) the custodian to certain accounts set up under the Florida Uniform Gift to Minors Act, (ii) the manager of a limited liability company that is the general partner of a certain limited partnership and (iii) as an individual.

(a) 3,676,814

(b) 10.4%

(c) (i) sole voting power: 2,180,816

(ii) shared voting power: 1,495,998

(iii) sole dispositive power: 2,180,816

(iv) shared dispositive power: 1,495,998

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Persons other than Lloyd I. Miller III, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the reported securities.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable.

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Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

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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.

Dated: February 4, 2005

/s/ Lloyd I. Miller, III

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Lloyd I. Miller, III