

Edgar Filing: Goldstein Lawrence J - Form SC 13G/A

Goldstein Lawrence J  
Form SC 13G/A  
February 12, 2010

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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SCHEDULE 13G Amendment No. 3  
(Rule 13d-101)

Under the Securities Exchange Act of 1934

FRMO CORP  
-----

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
-----

(Title of Class of Securities)

0001042017  
-----

(CUSIP Number)

February 12, 2010  
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(Date of Event that Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which  
this Schedule is filed:

[ ] Rule 13d-1(b)

[ X ] Rule 13d-1(c)

[ ] Rule 13d-1(d)

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
LAWRENCE J. GOLDSTEIN  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]  
-----

3 SEC USE ONLY  
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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
NEW YORK (USA)  
-----

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FRMO CORP. SCHEDULE 13G #3  
CUSIP No. 0001042017

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 ----- 6 ----- 7 ----- 8	SOLE VOTING POWER 2,740,869 ----- SHARED VOTING POWER 0 ----- SOLE DISPOSITIVE POWER 2,844,082 ----- SHARED DISPOSITIVE POWER 0
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
2,003,300

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)  
EXCLUDES CERTAIN SHARES [X]

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)  
7.81%

---

12 TYPE OF REPORTING PERSON  
IN

---

Filing by Lawrence J. Goldstein of this statement shall not  
be construed as an admission that such person is, for purposes  
of Section 13(d) of the Securities Exchange Act of 1934, the  
beneficial owner of any securities covered by this statement.

CUSIP No. 0001042017

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Barbara J. & Lawrence J. Goldstein Do Good Foundation  
13-3915414

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
NEW YORK

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FRMO CORP. SCHEDULE 13G #3  
CUSIP No. 0001042017

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER 3,000 ----- SHARED VOTING POWER 0 ----- SOLE DISPOSITIVE POWER 3,000 ----- SHARED DISPOSITIVE POWER 0
----------------------------------------------------------------------------------	------------------	-------------------------------------------------------------------------------------------------------------------------------------------------------

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,000

---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)  
EXCLUDES CERTAIN SHARES [X]

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)  
0.01%

---

12 TYPE OF REPORTING PERSON  
OO\_\_\_\_\_

Filing by the Barbara J. & Lawrence J. Goldstein Do Good Foundation of this statement shall not be construed as an admission that such person is, for purposes of Section 13(d) of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this statement.

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
SANTA MONICA PARTNERS, L.P.  
13-3100474

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

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FRMO CORP. SCHEDULE 13G #3  
CUSIP No. 0001042017

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
NEW YORK

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NUMBER OF SHARES	5	SOLE VOTING POWER
		700,060
-----		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		0
-----		
	7	SOLE DISPOSITIVE POWER
		700,060
-----		
	8	SHARED DISPOSITIVE POWER
		0

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
700,060

---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)  
1.92%

---

12 TYPE OF REPORTING PERSON  
PN

Filing by Santa Monica Partners, L.P. of this statement shall not be construed as an admission that such entity is, for purposes of Section 13(G) of the Securities Exchange Act of 1934, the beneficial owner of any other securities covered by this statement.

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
SMP ASSET MANAGEMENT LLC  
42-1582561

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

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FRMO CORP. SCHEDULE 13G #3

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CUSIP No. 0001042017

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 700,060
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 700,060
	8	SHARED DISPOSITIVE POWER 0

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
700,060

---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)  
EXCLUDES CERTAIN SHARES [X]

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)  
1.92%

---

12 TYPE OF REPORTING PERSON  
OO (LLC)

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Filing by SMP Asset Management, LLC of this statement shall not be construed as an admission that such entity is, for purposes of Section 13(d) of the Securities Exchange Act of 1934, the beneficial owner of any other securities covered by this statement.

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
SANTA MONICA PARTNERS II, L.P.  
48-1289758

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FRMO CORP. SCHEDULE 13G #3  
CUSIP No. 0001042017

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

---

3 SEC USE ONLY

---

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
NEW YORK

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 28,709
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 28,709
	8	SHARED DISPOSITIVE POWER 0

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
28,709

---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)  
EXCLUDES CERTAIN SHARES

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)  
0.08%

---

12 TYPE OF REPORTING PERSON  
PN

Filing by Santa Monica Partners II, L.P. of this statement shall not be construed as an admission that such entity is, for purposes of Section 13(G) of the Securities Exchange Act of 1934, the beneficial owner of any other securities covered by this statement.

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
SANTA MONICA PARTNERS OPPORTUNITY FUND, L.P.  
56-2393841

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FRMO CORP. SCHEDULE 13G #3  
CUSIP No. 0001042017

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

---

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
NEW YORK

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NUMBER OF	5	SOLE VOTING POWER
SHARES		5,800
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0
EACH REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		5,800
	8	SHARED DISPOSITIVE POWER
		0

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,800

---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)  
EXCLUDES CERTAIN SHARES

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)  
0.02%

---

12 TYPE OF REPORTING PERSON  
PN

Filing by Santa Monica Partners Opportunity Fund, L.P. of this statement shall not be construed as an admission that such entity is, for purposes of Section 13(G) of the Securities Exchange Act of 1934, the beneficial owner of any other securities covered by this statement.

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FRMO CORP. SCHEDULE 13G #3  
CUSIP No. 0001042017

1 NAME OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
SANTA MONICA PARTNERS ASSET MANAGEMENT, L.P.  
42-1582565

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

---

3 SEC USE ONLY

---

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

---

NUMBER OF	5	SOLE VOTING POWER
SHARES		34,509
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0
EACH REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		34,509
	8	SHARED DISPOSITIVE POWER
		0

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
34,509

---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)  
EXCLUDES CERTAIN SHARES

---

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)  
0.1%

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13 TYPE OF REPORTING PERSON  
PN

Filing by Santa Monica Partners Asset Management, LLC of this Statement shall not be construed as an admission that such entity is, for purposes of Section 13(G) of the Securities Exchange Act of 1934, the beneficial owner of any other securities covered by this statement.

FRMO CORP. SCHEDULE 13G #3  
CUSIP No. 0001042017

Item 1.



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(a) FRMO CORP.

(b) 320 Manville Road, Pleasantville, New York 10570

### Item 2. Identity and Background.

(a) This Statement is being filed by Lawrence J. Goldstein, an individual investor. Mr. Goldstein is the President of Santa Monica Partners, L.P., a New York limited partnership ("Santa Monica Partners"), Santa Monica Partners II, L.P., a Delaware limited partnership ("Santa Monica Partners II") and Santa Monica Partners Opportunity Fund, L.P., a Delaware limited partnership ("Santa Monica Partners Opportunity Fund"). He is also the sole managing member of SMP Asset Management, a Delaware limited liability company and the general partner of Santa Monica Partners ("SMP Asset Management") and the sole managing member of Santa Monica Partners Asset Management, a Delaware limited liability company and the general partner of Santa Monica Partners II and Santa Monica Partners Opportunity Fund ("Santa Monica Partners Asset Management"). Lastly, Mr. Goldstein is Chairman of the Barbara J. and Lawrence J. Goldstein Do Good Foundation.

(b) The principal business address of Mr. Goldstein, Santa Monica Partners, SMP Asset Management, Santa Monica Partners II, Santa Monica Partners Asset Management and the Barbara J. and Lawrence J. Goldstein Do Good Foundation (collectively, the "Reporting Persons") is 1865 Palmer Avenue, Larchmont, New York 10538.

(c) Lawrence J. Goldstein, New York USA, Santa Monica Partners, a New York limited partnership, SMP Asset Management LLC, a Delaware limited liability company, Santa Monica Partners II, a Delaware limited partnership, Santa Monica Partners Opportunity fund, a Delaware limited partnership and Santa Monica Partners Asset Management LLC, a Delaware limited liability company.

(d) Title of Class of Securities: Common Stock

(e) CUSIP: 0001042017

### Item 3.

N/A

### Item 4. Ownership

Lawrence J. Goldstein

(a) Amount beneficially owned: 2,003,300

(b) Percent of class: 5.50%

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

(i) Sole power to vote or to direct the vote: 2,740,869

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 2,844,082

(iv) Shared power to dispose or to direct the disposition of: 0

FRMO CORP. SCHEDULE 13G #3

CUSIP No. 0001042017

Barbara J. & Lawrence J. Goldstein Do Good Foundation

(a) Amount beneficially owned: 3,000

(b) Percent of class: 0.01%

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- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 3,000
- (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 3,000
  - (iv) Shared power to dispose or to direct the disposition of: 0

Santa Monica Partners, L.P.

- (a) Amount beneficially owned: 700,060
- (b) Percent of class: 1.92%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 700,060
- (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 700,060
  - (iv) Shared power to dispose or to direct the disposition of: 0

SMP Asset Management, LLC

- (a) Amount beneficially owned: 700,060
- (b) Percent of class: 1.92%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 700,060
- (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 700,060
  - (iv) Shared power to dispose or to direct the disposition of: 0

Santa Monica Partners II, L.P.

- (a) Amount beneficially owned: 28,709
- (b) Percent of class: 0.08%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 28,709
- (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 28,709
  - (iv) Shared power to dispose or to direct the disposition of: 0

Santa Monica Partners Opportunity Fund, L.P.

- (a) Amount beneficially owned: 5,800
- (b) Percent of class: 0.02%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 5,800
- (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 5,800
  - (iv) Shared power to dispose or to direct the disposition of: 0

FRMO CORP. SCHEDULE 13G #3  
CUSIP No. 0001042017

Santa Monica Partners Asset Management, LLC

- (a) Amount beneficially owned: 34,509
- (b) Percent of class: 0.1%
- (c) Number of shares as to which the person has:

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- (i) Sole power to vote or to direct the vote: 34,509
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 34,509
- (iv) Shared power to dispose or to direct the disposition of: 0

Item 5.

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 5 percent of the class of securities, check the following

Item 6.

Not applicable

Item 7.

Not applicable

Item 8.

Not applicable

Item 9.

Not applicable

Item 10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.  
FRMO CORP. SCHEDULE 13G #3  
CUSIP No. 0001042017

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 12, 2010

/s/LAWRENCE J. GOLDSTEIN

-----  
Lawrence J. Goldstein  
FRMO CORP. SCHEDULE 13G #3  
CUSIP No. 0001042017

February 12, 2010  
BARBARA J. & LAWRENCE J. GOLDSTEIN  
DO GOOD FOUNDATION

/s/LAWRENCE J. GOLDSTEIN

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-----  
Lawrence J. Goldstein

February 12, 2010  
SANTA MONICA PARTNERS, L.P.  
By: SMP ASSET MANAGEMENT LLC

By: /s/LAWRENCE J.GOLDSTEIN

-----  
Lawrence J. Goldstein, President

February 12, 2010  
SMP ASSET MANAGEMENT, LLC

By: /s/LAWRENCE J. GOLDSTEIN

-----  
Lawrence J. Goldstein, President

February 12, 2010  
SANTA MONICA PARTNERS II, L.P.  
By: SANTA MONICA PARTNERS ASSET MANAGEMENT LLC

By: /s/LAWRENCE J.GOLDSTEIN

-----  
Lawrence J. Goldstein, President

February 12, 2010  
SANTA MONICA PARTNERS OPPORTUNITY FUND, L.P.  
By: SANTA MONICA PARTNERS ASSET MANAGEMENT LLC

By: /s/LAWRENCE J.GOLDSTEIN

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Lawrence J. Goldstein, President

February 12, 2010  
SANTA MONICA PARTNERS ASSET MANAGEMENT, LLC

By: /s/LAWRENCE J. GOLDSTEIN

-----  
Lawrence J. Goldstein, President