

ANGELO MARC
Form 4
January 31, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CORNELL CAPITAL PARTNERS LP

2. Issuer Name and Ticker or Trading Symbol
KRONOS ADVANCED TECHNOLOGIES INC [KNOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 HUDSON STREET, SUITE 3700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2005

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Please See Remarks

JERSEY CITY, NJ 07302

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/28/2005		J		2,941,177	D	\$ 0
Common Stock	01/28/2005		J		2,941,177	D	\$ 0

As Portfolio Manager of Cornell Capital Partners, LP and President of

Yorkville
Advisors,
LLC

As
General
Partner of
CCP, LP

Common Stock 01/28/2005 J 2,941,177 D \$ 0 5,000,000 I

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CORNELL CAPITAL PARTNERS LP
101 HUDSON STREET
SUITE 3700
JERSEY CITY, NJ 07302

Please See Remarks

ANGELO MARC
101 HUDSON STREET
SUITE 3700
JERSEY CITY, NJ 07302

Please see remarks

YORKVILLE ADVISORS LLC
101 HUDSON STREET
SUITE 3700

Please see remarks

JERSEY CITY, NJ 07302

Signatures

/s/ Mark Angelo President, Portfolio
Manager

01/28/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks:

These shares were acquired by Cornell in private placement transactions entered into in October 2004. As a result Cornell became the beneficial owner of over 9.9% of Kronos Advanced Technologies, Inc's ("Kronos") outstanding shares. As a result Cornell and Kronos terminated one private placement and Cornell returned to Kronos 2,941,177 shares bringing Cornell's holdings to 5,000,000 shares under 9.9% of Kronos' outstanding shares. Pursuant to a new SEDA dated January 28, 2005 Cornell has agreed to accept 1,470,587 shares in 6 months and 1,470,588 in 12 months. Yorkville, as the General Partner of Cornell, may be deemed to have a beneficial ownership in the aforementioned Shares. Angelo as the Portfolio Manager of Cornell Capital Partners, LP and President of Yorkville may be deemed to have a beneficial ownership in the aforementioned Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.