

Edgar Filing: FRMO CORP - Form SC 13G

FRMO CORP  
Form SC 13G  
November 21, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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SCHEDULE 13G  
(Rule 13d-101)

Under the Securities Exchange Act of 1934

FRMO CORP  
-----

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
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(Title of Class of Securities)

0001042017  
-----

(CUSIP Number)

November 21, 2005  
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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)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 0001042017

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

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER
		2,161,613	
	8		SHARED VOTING POWER
		0	
	9		SOLE DISPOSITIVE POWER
		2,203,353	
		10	SHARED DISPOSITIVE POWER
		0	

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,911,000

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
6.1%

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14 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

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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)

---

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
NEW YORK

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NUMBER OF SHARES	7	SOLE VOTING POWER
	250,613	
-----		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
	0	
-----		
	9	SOLE DISPOSITIVE POWER
	250,613	
-----		
	10	SHARED DISPOSITIVE POWER
	0	

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
250,613

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  [X]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.7%

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14 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.

CUSIP No. 0001042017

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

---

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

---

3 SEC USE ONLY

---

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

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7 SOLE VOTING POWER

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NUMBER OF SHARES	250,613	
-----		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 0
-----		
	9	SOLE DISPOSITIVE POWER 250,613
-----		
	10	SHARED DISPOSITIVE POWER 0
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
250,613

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.7%

---

14 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.

CUSIP No. 0001042017

FRMO CORP. SCHEDULE 13G

Item 1.

(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 and the president and sole owner of SMP Asset Management, Santa Monica Partners, L.P., a New York limited partnership ("Santa Monica Partners"), SMP Asset Management LLC, a Delaware limited liability company that acts as the general partner of Santa Monica Partners ("SMP Asset Management").

(b) The principal business address of Mr. Goldstein, Santa Monica Partners, SMP Asset Management (collectively, the "Reporting Persons") is 1865 Palmer Avenue, Larchmont, New York 10538.

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

(d) Common Stock

(e) 0001042017

Item 3.

None

Item 4.

Lawrence J. Goldstein

(a) Amount beneficially owned: 1,911,000

(b) Percent of class: 5.2%

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

(i) Sole power to vote or to direct the vote: 2,161,613

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

(iii) Sole power to dispose or

to direct the disposition of: 2,203,35

(iv) Shared power to dispose or

to direct the disposition of: 0

Santa Monica Partners, L.P.

(a) Amount beneficially owned: 250,613

(b) Percent of class: 0%

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

(i) Sole power to vote or to direct the vote: 250,613

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

(iii) Sole power to dispose or

to direct the disposition of: 250,613

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

SMP Asset Management, LLC

(a) Amount beneficially owned: 250,613

(b) Percent of class: 0%

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

(i) Sole power to vote or to direct the vote: 250,613

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

(iii) Sole power to dispose or

to direct the disposition of: 250,613

(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.

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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.

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.

November 21, 2005

/s/LAWRENCE J. GOLDSTEIN

-----  
Lawrence J. Goldstein

November 21, 2005

SANTA MONICA PARTNERS, L.P.

By: SMP ASSET MANAGEMENT LLC

By: /s/LAWRENCE J. GOLDSTEIN

-----  
Lawrence J. Goldstein, President

November 21, 2005

SMP ASSET MANAGEMENT, LLC

By: /s/LAWRENCE J. GOLDSTEIN

-----  
Lawrence J. Goldstein, President