

PATRIOT NATIONAL BANCORP INC
Form SC 13D/A
October 29, 2010

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)(1)**

PATRIOT NATIONAL BANCORP, INC.

(Name of Issuer)

Common Stock, par value \$2.00

(Title of Class of Securities)

70336F104

(CUSIP Number)

Barry Lewis
406 Harbor Cove
Piermont, New York 10968
Telephone: (845) 359-1673

With a copy to:

Michael R. Reiner, Esq.
Breslow & Walker, LLP
767 Third Avenue
New York, New York 10017
Telephone: (212) 832-1930

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

October 15, 2010

Date of Event Which Requires Filing of this Statement

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §13d-7 for other parties to whom copies are to be sent.

(Continued on following page(s))

(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.

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The information required in 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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CUSIP No. 70336F104

13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Barry Lewis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS* (SEE INSTRUCTIONS)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER
473,100 shares

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8 SHARED VOTING POWER
0 shares

9 SOLE DISPOSITIVE POWER
473,100 shares

10 SHARED DISPOSITIVE POWER
0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
473,100 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

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CUSIP No.70336F104

13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Barry Lewis Revocable Living Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS* (SEE INSTRUCTIONS)

WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

| | | |
|--|----|--|
| | 7 | SOLE VOTING POWER 145,472 shares |
| Number of Shares Beneficially Owned By Each Reporting Person With | 8 | SHARED VOTING POWER 0 shares |
| | 9 | SOLE DISPOSITIVE POWER 145,472 shares |
| | 10 | SHARED DISPOSITIVE POWER 0 shares |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
145,472 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

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This statement, dated October 15, 2010, constitutes Amendment No. 1 to the Schedule 13D, dated March 18, 2009, regarding the reporting persons' ownership of certain securities of Patriot National Bancorp, Inc. (the Issuer). All capitalized terms used herein and otherwise undefined shall have the meanings ascribed in the Schedule.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and restated as follows:

Effective on October 14, 2010, Mr. Barry Lewis ceased serving as an adviser to the Chairman of the Board of Directors and/or members of the Issuer's senior management.

The shares of Common Stock disclosed herein were acquired for investment purposes. No person described herein has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a)-(j) of Item 4 of Schedule 13D except as set forth herein.

Item 5. Interests in Securities of the Issuer.

Items 5(a) and (b) are hereby amended and restated as follows:

(a) The following list sets forth the aggregate number and percentage (based on 38,362,727 shares of Common Stock outstanding as of October 15, 2010, composed of (i) 4,762,727 shares of Common Stock outstanding as of July 31, 2010, as reported in the Issuer's Form 10-Q for the quarter ended June 30, 2010, and (ii) 33,600,000 shares of Common Stock issued by the Issuer on October 15, 2010, as reported in the Issuer's Form 8-K, dated October 15, 2010), of outstanding shares of Common Stock owned beneficially by each reporting person named in Item 2, as of October 15, 2010:

| <u>Name</u> | <u>Shares of Common Stock Beneficially Owned</u> | <u>Percentage of Shares of Common Stock Beneficially Owned</u> |
|------------------------------------|--|--|
| Barry Lewis | 473,100 ^{(1), (2), (3)} | 1.2% |
| Barry Lewis Revocable Living Trust | 145,472 ⁽²⁾ | 0.4% |

(b) Barry Lewis, by virtue of being the trustee of the Barry Lewis IRA Rollover Accounts and the trustee of the Barry Lewis Revocable Living Trust may be deemed to have sole power to vote and to dispose of 473,100 shares of Common Stock, representing approximately 1.2% of the outstanding Common Stock.

Barry Lewis Revocable Living Trust has sole power to vote and to dispose of 145,472 shares of Common Stock, representing approximately 0.4% of the outstanding Common Stock.

¹ Includes 327,628 shares of Common Stock held in Barry Lewis IRA Rollover Accounts.

² Includes 145,472 shares of Common Stock held in the Barry Lewis Revocable Living Trust, for which Mr. Barry Lewis serves as sole trustee.

³ The reporting person disclaims beneficial ownership of these securities except to the extent of his equity interest therein.

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Items 5(c), (d) and (e) are hereby amended and supplemented as follows:

- (c) There were no transactions by any of the persons described herein in the Issuer's securities effected during the past sixty days.
- (d) No person other than the persons described herein is known to have the right to receive, or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock.
- (e) Effective October 15, 2010, as a result of the Issuer reporting an increase in the number of shares of Common Stock outstanding, the reporting persons ceased to be the beneficial owners of more than five percent (5%) of the Common Stock of the Issuer.

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SIGNATURE

After reasonable inquiry and to the best of his/its knowledge and belief, each of the undersigned hereby certifies that the information set forth in this Schedule is true, complete and correct.

Dated: October 25, 2010

/s/ Barry Lewis

Barry Lewis

BARRY LEWIS REVOCABLE LIVING TRUST

By: /s/ Barry Lewis

Barry Lewis, Trustee

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

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