

QUALSTAR CORP  
Form SC 13G/A  
February 11, 2005

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 4)

QUALSTAR CORPORATION

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(Name of Issuer)

COMMON STOCK, no par value

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(Title of Class of Securities)

74758R 10 9

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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)

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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SCHEDULE 13G

CUSIP No. 74758R 10 9

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1. Name of Reporting Person: Richard A. Nelson  
I.R.S. Identification Nos. of above persons (entities only):

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2. Check the Appropriate Box if a Member of a Group  
(see instructions)  
(a)   
(b)

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3. SEC Use Only:

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4. Citizenship or Place of Organization:  
United States of America

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power:  
1,992,250

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6. Shared Voting Power:  
0

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7. Sole Dispositive Power:  
1,992,250

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8. Shared Dispositive Power:  
0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
1,992,250

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9):  
16.3% (based on shares outstanding on December 31, 2004)

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12. Type of Reporting Person:  
IN

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**Item 1.**

- (a) Name of Issuer: Qualstar Corporation
- (b) Address of Issuer's Principal Executive Offices:  
3990-B Heritage Oak Court  
Simi Valley, California 93063

**Item 2.**

- (a) Name of Person Filing: Richard A. Nelson
- (b) Address of Principal Business Office:  
3990-B Heritage Oak Court  
Simi Valley, California 93063
- (c) Citizenship: United States of America.
- (d) Title of Class of Securities: Common Stock, no par value
- (e) CUSIP Number: 74758R 10 9

**Item 3.**

If this statement is filed pursuant Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act;
- (d)  Investment Company registered under Section 8 of the Investment Company Act;
- (e)  Investment Advisor registered under Section 203 of the Investment Advisors Act of 1940;
- (f)  Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)
- (g)  Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G) (Note, See Item 7);
- (h)  Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

If this statement is filed pursuant to 13d-1(c), check this box.

**Item 4. Ownership.**

- (a) Amount beneficially owned: 1,992,250 shares of Common Stock
- (b) Percent of Class: 16.3% (based on shares outstanding on December 31, 2004)
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote of: 1,992,250
  - (ii) shared power to vote or to direct the vote of: 0
  - (iii) sole power to dispose or to direct the disposition of: 1,992,250
  - (iv) shared power to dispose or to direct the disposition of: 0

**Item 5. Ownership of 5% or Less of Class.**

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% of the class of securities, check the following: o

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**Item 6. Ownership of More Than 5% on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

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**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.

Date: February 11, 2005

/s/ Richard A. Nelson

Name: Richard A. Nelson