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SPIRE CORP
Form SC 13D/A
December 13, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

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

SPIRE CORP

(Name of Issuer)

Common Stock

(Title of Class of Securities)

848565107

(CUSIP Number)

Leviticus Partners, L.P.
Adam M. Hutt
30 Park Ave. Suite 12F
New York, NY 10016
(212) 871-5700
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 11, 2004

(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 Rule 13d-1(e), (f) or (g), check the following box.

*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.

The information required on 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.

CUSIP No. 848565107

1 NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

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Leviticus Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

7 SOLE VOTING POWER:
425,200

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER:
0

9 SOLE DISPOSITIVE POWER:
425,200

10 SHARED DISPOSITIVE POWER:
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING Person
425,200

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

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

6.2%

14 TYPE OF REPORTING PERSON:

PN

CUSIP No. 848565107

1 NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

AMH Equity, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

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(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

AF

5 CHECK 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:

0

NUMBER OF 8 SHARED VOTING POWER:
SHARES

BENEFICIALLY OWNED BY 0

EACH 9 SOLE DISPOSITIVE POWER:
REPORTING PERSON WITH

0

10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

0

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

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

0

14 TYPE OF REPORTING PERSON:

00

CUSIP No. 848565107

1 NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Parameter Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)
(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS:
WC

5 CHECK 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:
22,216

8 SHARED VOTING POWER:
0

9 SOLE DISPOSITIVE POWER:
22,216

10 SHARED DISPOSITIVE POWER:
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
22,216

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES: |_|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
0.3%

14 TYPE OF REPORTING PERSON:
PN

CUSIP No. 848565107

1 NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Adam M. Hutt

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a) |X|
(b) |_|

3 SEC USE ONLY

4 SOURCE OF FUNDS:
00

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

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|_ |

6		CITIZENSHIP OR PLACE OF ORGANIZATION:	
		United States	
		7	SOLE VOTING POWER:
		0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	
		0	
		9	SOLE DISPOSITIVE POWER:
		0	
		10	SHARED DISPOSITIVE POWER:
		0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		
0			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
			_
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
0			
14	TYPE OF REPORTING PERSON:		
HC, IN			

ITEM 1. SECURITY AND ISSUER.

This schedule 13D/A relates to the common stock, \$.001 par value per share (the "Shares"), of SPIRE CORP (the "Issuer"). The principal executive offices of the Issuer are located at ONE PATRIOTS PARK; Bedford, MA 01730.

ITEM 2. IDENTITY AND BACKGROUND.

(a) This Schedule 13D/A is jointly filed by Leviticus Partners, L.P., a Delaware limited partnership ("Leviticus"), AMH Equity, LLC ("AMH"), a New York limited liability company, Adam Hutt, a natural person and Parameter Partners, LLC ("Parameter"), a Delaware limited liability company, (each a "Reporting Person" and, collectively, the "Reporting Persons"). AMH is the general partner of both Leviticus and Parameter. Adam Hutt is the controlling person of AMH.

Information contained herein with respect to each Reporting Person is given solely by such Reporting Person, and no other Reporting Person has responsibility for the accuracy or completeness of information supplied by such other Reporting Person.

(b) The business address for all Reporting Persons is 30 Park Avenue, Suite 12F, New York, New York 10016.

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(c) Each Reporting Person's principal business is investing in securities in order to achieve certain investment objectives.

(d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

(f) Adam Hutt is a citizen of the United States.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Leviticus used approximately \$1,508,500 of its working capital to purchase the Shares and Parameter used approximately \$102,000 of its working capital to purchase the Shares.

ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons purchased the Shares for investment purposes. The Reporting Persons presently consider the Shares an attractive investment and intend to review their investment on an ongoing basis. Such continuing review may result in the Reporting Persons acquiring additional shares of the Issuer in the open-market or in privately negotiated transactions, maintaining their holdings at current levels or selling all or a portion of their holdings in the open-market or in privately negotiated transactions. Any such actions the Reporting Persons undertake will be dependent upon, among other things, the availability of shares of the Issuer for purchase and the price levels of such shares; general market and economic conditions; on-going evaluation of the Issuer's business, financial condition, operations and prospects; the relative attractiveness of alternative business and investment opportunities; the availability of funds for the purchase of additional shares of the Issuer; the actions of the management and Board of Directors of the Issuer; and other future developments. Although the foregoing reflects activities presently contemplated by the Reporting Persons with respect to the Issuer, the foregoing is subject to change at any time. Except as set forth above, the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN THE SECURITIES OF THE ISSUER.

(a) For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Leviticus may be deemed to be the beneficial owner of the aggregate amount of 425,200 Shares representing approximately 6.2% of the outstanding Shares of the Issuer (based upon 6,839,909 shares outstanding as of October 25, 2004, as reported on the latest Form 10-QSB of the Issuer for the quarter ended September 30, 2004).

For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Parameter may be deemed to be the beneficial owner of the aggregate amount of 22,216 Shares representing approximately 0.3% of the outstanding Shares of the Issuer (based upon 6,839,909 shares outstanding as of October 25, 2004, as reported on the latest Form 10-QSB of the Issuer for the quarter ended September 30, 2004).

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AMH is the general partner of Leviticus and for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, AMH may be deemed to be the beneficial owner of the aggregate amount of 447,416 Shares representing approximately 6.5% of the outstanding Shares of the Issuer (based upon 6,839,909 shares outstanding as of October 25, 2004, as reported on the latest Form 10-QSB of the Issuer for the quarter ended September 30, 2004). AMH disclaims any beneficial ownership of the Shares covered by this Statement.

Adam Hutt is the control person of AMH and for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Adam Hutt may be deemed to be the beneficial owner of the aggregate amount of 447,416 Shares representing approximately 6.5% of the outstanding Shares of the Issuer (based upon 6,839,909 shares outstanding as of October 25, 2004, as reported on the latest Form 10-QSB of the Issuer for the quarter ended September 30, 2004). Adam Hutt disclaims any beneficial ownership of the Shares covered by this Statement.

(b) Leviticus has sole voting and dispositive power of it's Shares and Parameter has sole voting and dispositive power of it's Shares. AMH and Adam Hutt disclaim beneficial ownership of the Shares.

(c) Leviticus effected the following transactions in the Shares during the past 60 days as set forth below:

Date	Type	Amount of Shares	Price/Share
12/02/04	open market purchase	2,538	4.43
12/02/04	open market purchase	200	4.35
12/01/04	open market purchase	3,200	4.40
11/26/04	open market purchase	62	4.35
11/23/04	open market purchase	3,700	4.25
11/23/04	open market purchase	500	4.23
11/18/04	open market purchase	5,000	4.55
11/17/04	open market purchase	200	4.55
11/17/04	open market purchase	1,300	4.56
11/17/04	open market purchase	8,500	4.63

Parameter effected the following transactions in the Shares during the past 60 days as set forth below:

Date	Type	Amount of Shares	Price/Share
10/14/04	open market purchase	900	4.82
10/13/04	open market purchase	5,416	4.82
10/12/04	open market purchase	900	4.81

(d) Not Applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Not Applicable

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Not Applicable

SIGNATURE

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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: December 11, 2004

Leviticus Partners, L.P.
By: AMH Equity, LLC, its general partner
By: /s/ Adam Hutt
Name: Adam Hutt
Title: Managing Member

Parameter Partners, LLC
By: AMH Equity, LLC, its general partner
By: /s/ Adam Hutt
Name: Adam Hutt
Title: Managing Member

AMH Equity, LLC
By: /s/ Adam Hutt
Name: Adam Hutt
Title: Managing Member

Adam Hutt
By: /s/ Adam Hutt
Name: Adam Hutt

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).