



past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.  No delinquent filers

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of voting stock held by non-affiliates of the registrant was approximately \$8,612,003 as of January 31, 2008 based on the average of the bid and asked price of the stock reported for such date. For the purpose of the foregoing calculation, the shares of common stock held by each officer and director and by each person who owns 5% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares outstanding of the registrant's common stock as of September 12, 2008 was 2,015,780.

**DOCUMENTS INCORPORATED BY REFERENCE**

<b>Document</b>	<b>Part of Form 10-K in which the Document is incorporated</b>
Annual Report to Shareholders for Fiscal Year Ended July 31, 2008	Parts I and II
Definitive Proxy Statement for the 2008 Annual Meeting of Shareholders	Part III
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**Explanatory Note**

J.W. Mays, Inc. is filing this Amendment No. 1 to its Annual Report on Form 10-K/A for the fiscal year ended July 31, 2008 for the purpose of revising its disclosure under "Item 9A. Controls and Procedures," the complete text of which is contained herein and certain additional disclosures in the certifications contained in Exhibits 31.1 and 31.2 and a conforming change to Exhibit 32. Except as discussed in this Explanatory Note, no other changes have been made to the original filing of the Form 10-K.

**Item 9A. Controls and Procedures.**

**(a) Evaluation of disclosure controls and procedures.**

The Company's management reviewed the Company's internal controls and procedures and the effectiveness of these controls. As of July 31, 2008, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rules 13a-14(c) and 15d-14(c) of the Securities Exchange Act of 1934. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company required to be included in its periodic SEC filings.

**(b) Changes to internal control over financial reporting.**

There was no change in the Company's internal control over financial reporting or in other factors during the Company's last fiscal quarter that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. There were no significant deficiencies or material weaknesses, and therefore there were no corrective actions taken.

**(c) Management's annual report on internal control over financial reporting.**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rule 13(a)-15(f). Our internal control system has been designed to provide reasonable assurance to the Company's management and its Board of Directors regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed, have inherent limitations. Even those systems that have been determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. The Company's management assessed the effectiveness of our internal control over financial reporting as of July 31, 2008. In making this assessment, the Company's management used the criteria set forth by the Committee Sponsoring Organizations of the Treadway Commission in Internal Control - Integrated Framework Guidance for Small Public Companies. Based on the Company's assessments, we believe that, as of July 31, 2008, its internal control over financial reporting is effective based on these criteria.

This Annual Report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting.

The Company's management report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Annual Report.

Our accounting department is comprised of four persons. Due to such a limited number of persons, a complete segregation of all of the duties as to which the department is responsible is not possible. In order to make sure that the inability to segregate all duties does not affect our timely and accurate financial reporting, we need to remain vigilant in maintaining compensating controls. These compensating controls will continue to be monitored in order to assure us that our internal control over financial reporting remain at a high level despite the limited number of accounting

department personnel.

**Item 15. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.**

(31) Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.1  Chief Executive Officer

31.2  Chief Financial Officer

(32) Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002; 18 U.S.C. Sect. 1350.



/s/ MARK S.  
GREENBLATT      Vice President, Treasurer and Director      November 17, 2008

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Mark S.  
Greenblatt

/s/ LANCE D.  
MYERS      Director      November 17, 2008

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Lance D. Myers

/s/ DEAN L.  
RYDER      Director      November 17, 2008

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Dean L. Ryder

/s/ JACK  
SCHWARTZ      Director      November 17, 2008

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Jack Schwartz

/s/ SYLVIA W.  
SHULMAN      Director      November 17, 2008

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Sylvia W.  
Shulman

/s/ LEWIS D.  
SIEGEL      Director      November 17, 2008

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Lewis D. Siegel



**Exhibit Index to Form 10-K/A  
Amendment No. 1**

- (31) Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act ¶ 1 and 2
- (32) Certification Pursuant to Section 906 of the Sarbanes-Oxley Act