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SPIRE CORP
Form SC 13D/A
November 26, 2008

CUSIP No. 848565107

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

SCHEDULE 13D/A

(AMENDMENT NO. 11)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Spire Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

848565107

(CUSIP Number)

Kathryn Klinedinst, Esq.
Greenberg Glusker Fields Claman & Machtinger LLP
1900 Avenue of the Stars, Suite 2100
Los Angeles, CA 90067
(310) 201-7576

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

November 24, 2008

(Date of Event which Requires Filing of this Statement)

If the reporting 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 Sections 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 Section 240.13d-7(b) for other parties to whom copies are to be sent.

* 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 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 (however, see the Notes).

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- (1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

David Gelbaum, Trustee, The Quercus Trust
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
(A) /X/
(B) / /
- (3) SEC Use Only
- (4) Source of Funds (See Instructions)

PF
- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e) / /
- (6) Citizenship or Place of Organization

U.S.
- | | |
|--|--|
| | (7) Sole Voting Power
-0- |
| Number of Shares
Beneficially Owned
by Each Reporting
Person With | (8) Shared Voting Power
463,449 |
| | (9) Sole Dispositive Power
-0- |
| | (10) Shared Dispositive Power
463,449 |
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person
463,449
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) / /
- (13) Percent of Class Represented by Amount in Row (11)
5.6% (1)
- (14) Type of Reporting Person (See Instructions)
IN

(1) Based on 8,330,688 shares of Common Stock outstanding, as reported in the
Issuer's Quarterly Report on Form 10-Q filed on 8/13/08.

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- (1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Monica Chavez, Gelbaum, The Quercus Trust

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(2) Check the Appropriate Box if a Member of a Group (See Instructions)
(A) /X/
(B) / /

(3) SEC Use Only

(4) Source of Funds (See Instructions)

PF

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e) / /

(6) Citizenship or Place of Organization

U.S.

(7) Sole Voting Power
-0-

Number of Shares Beneficially Owned by Each Reporting Person With
(8) Shared Voting Power
463,449

(9) Sole Dispositive Power
-0-

(10) Shared Dispositive Power
463,449

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
463,449

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) / /

(13) Percent of Class Represented by Amount in Row (11)
5.6% (1)

(14) Type of Reporting Person (See Instructions)
IN

(1) Based on 8,330,688 shares of Common Stock outstanding, as reported in the
Issuer's Quarterly Report on Form 10-Q filed on 8/13/08.

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

The Quercus Trust

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(A) /X/
(B) / /

(3) SEC Use Only

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- (4) Source of Funds (See Instructions)
PF
- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) / /
- (6) Citizenship or Place of Organization
U.S.
- (7) Sole Voting Power
-
- Number of Shares Beneficially Owned by Each Reporting Person With
- (8) Shared Voting Power
463,449
- (9) Sole Dispositive Power
-0-
- (10) Shared Dispositive Power
463,449
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person
463,449
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) / /
- (13) Percent of Class Represented by Amount in Row (11)
5.6% (1)
- (14) Type of Reporting Person (See Instructions)
00

(1) Based on 8,330,688 shares of Common Stock outstanding, as reported in the Issuer's Quarterly Report on Form 10-Q filed on 8/13/08.

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Item 1.

This Amendment No. 11 to Schedule 13D (this "Amendment No. 11") amends and restates, where indicated, the statement on Schedule 13D relating to the Common Stock of the Issuer filed by The Quercus Trust, David Gelbaum and Monica Chavez Gelbaum (the "Reporting Persons") with the Securities and Exchange Commission on August 31, 2007 (the "Initial Schedule 13D") and prior amendments thereto. Capitalized terms used in this Amendment No. 11 but not otherwise defined herein have the meanings given to them in the Initial Schedule 13D or prior amendments thereto.

This Amendment No. 11 is being made to disclose the disposition of shares of Common Stock of the Issuer. Except as otherwise set forth herein, this Amendment No. 11 does not modify any of the information previously reported by the Reporting Persons in the Initial Schedule 13D or prior amendments thereto.

Item 5. Interest in Securities of the Issuer

(a) As of the date of this Amendment No. 11, each reporting person beneficially owns 463,449 shares of Common Stock, which are held of record by

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the Trust.

(b) Each of David Gelbaum and Monica Chavez Gelbaum, acting alone, has the power to exercise voting and investment control over the shares of Common Stock owned by the Trust.

(c) Since November 4, 2008, the Reporting Persons have sold shares of Common Stock in brokered transactions as follows:

Date	Number of Share	Price Per Share
11/5/2008	-1916	\$ 8.3082
11/6/2008	-2200	\$ 7.6523
11/7/2008	-2200	\$ 7.4451
11/10/2008	-1500	\$ 7.0308
11/11/2008	-900	\$ 6.6311
11/12/2008	-800	\$ 6.2425
11/13/2008	-8400	\$ 4.7978
11/14/2008	-20852	\$ 3.7267
11/17/2008	-4502	\$ 3.4277
11/18/2008	-5183	\$ 3.1803
11/19/2008	-7360	\$ 3.2954
11/20/2008	-8400	\$ 3.2769
11/21/2008	-3949	\$ 3.2266
11/24/2008	-44490	\$ 3.0767

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Pursuant to the Power of Attorney filed as Exhibit "B" to Amendment No. 1 to Schedule 13D filed on August 24, 2007 with respect to the issuer Emcore Corp., David Gelbaum has been appointed as Monica Chavez Gelbaum's Attorney-In-Fact.

Item 7. Material to Be Filed as Exhibits

Exhibit A: Agreement Regarding Joint Filing of Amendment No. 11 to Schedule 13D.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct and agrees that this statement may be filed jointly with the other undersigned parties.

Dated: November 25, 2008

/s/ David Gelbaum

David Gelbaum, Co-Trustee of The Quercus Trust

/s/ David Gelbaum, as Attorney-In-Fact for Monica Chavez

Monica Chavez Gelbaum, Co-Trustee of The Quercus Trust

/s/ David Gelbaum

The Quercus Trust, David Gelbaum, Co-Trustee of The

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CUSIP No. 848565107

EXHIBIT A

AGREEMENT REGARDING JOINT FILING OF AMENDMENT NO. 11 TO SCHEDULE 13D

The undersigned agree that the Amendment No. 11 to Schedule 13D with respect to the Common Stock of Spire Corporation is a joint filing being made on their behalf.

Dated: November 25, 2008

/s/ David Gelbaum

David Gelbaum, Co-Trustee of The Quercus Trust

/s/ David Gelbaum, as Attorney-In-Fact for Monica Chavez

Monica Chavez Gelbaum, Co-Trustee of The Quercus Trust

/s/ David Gelbaum

The Quercus Trust, David Gelbaum, Co-Trustee of The

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