

LOEWENBAUM G WALTER II
 Form 4/A
 January 15, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LOEWENBAUM G WALTER II

(Last) (First) (Middle)

C/O 3D SYSTEMS CORPORATION, 333 THREE D SYSTEMS CIRCLE

(Street)

ROCK HILL, SC 29730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 3D SYSTEMS CORP [TDSC]

3. Date of Earliest Transaction (Month/Day/Year)
 05/30/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/02/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/30/2008		P	(1) A	\$ 9.09 790,696	I	By Waterproof Partnership, L.P.
Common Stock	05/30/2008		P	(2) A	\$ 9.1 798,527	I	By Waterproof Partnership, L.P.
Common Stock	05/30/2008		P	(3) A	\$ 9.12 800,046	I	By spouse

Common Stock	05/30/2008	P	3,481 (4)	A	\$ 9.13	803,527	I	By spouse and see footnotes (5) (6) (7)
Common Stock						613,489 (1) (2) (3) (4)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LOEWENBAUM G WALTER II
C/O 3D SYSTEMS CORPORATION
333 THREE D SYSTEMS CIRCLE
ROCK HILL, SC 29730

X

Signatures

/s/ Robert M. Grace, Jr.,
Attorney-in-fact

01/15/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The Reporting Person is amending the Form 4 originally filed June 2, 2008, which incorrectly reported the purchase of 1,200 shares of common stock by the Reporting Person rather than the Waterproof Partnership, L.P.
- (2) The Reporting Person is amending the Form 4 originally filed June 2, 2008, which incorrectly reported the purchase of 7,831 shares of common stock by the Reporting Person rather than the Waterproof Partnership, L.P.
- (3) The Reporting Person is amending the Form 4 originally filed June 2, 2008, which incorrectly reported the purchase of 1,519 shares of common stock by the Reporting Person rather than the Reporting Person's wife.
- (4) The Reporting Person is amending the Form 4 originally filed June 2, 2008, which incorrectly reported the purchase of 3,481 shares of common stock by the Reporting Person rather than the Reporting Person's wife.

Includes (a) 75,018 shares held in the name of Lillian Shaw Loewenbaum, the Reporting Person's wife, (b) 11,093 shares held in the name of The Lillian Shaw Loewenbaum Trust for which the Reporting Person and his wife serve as trustees, (c) 102,147 shares held in the name of The Loewenbaum 1992 Trust for which the Reporting Person and his wife serve as trustees, (d) 201,900 shares held in the name of G. Walter Loewenbaum CGM Profit Sharing Custodian, G. Walter Loewenbaum Trustee, and items (e), (f), (g), (h), (i) and (j) in footnote 6.

Includes (e) 30,808 shares held in the name of the Anna Willis Loewenbaum 1993 Trust for which the Reporting Person and his wife serve as trustees, (f) 46,878 shares held in the name of the Elizabeth Scott Loewenbaum 1993 Trust for which the Reporting Person and his wife serve as trustees, (g) 20,771 shares held in the name of Wally's Trust u/w/o Joel Simon Loewenbaum, G. Walter Loewenbaum Trustee, (h) 141,057 shares held in the name of The GWL 2006 Annuity Trust, G. Walter Loewenbaum Trustee, (i) 23,855 shares held in the name of Waterproof Partnership, L.P. of which the Reporting Person and the Reporting Person's wife are the general partners and (j) 150,000 shares held in the name of The GWL 2008 Annuity Trust, G. Walter Loewenbaum II Trustee.

(7) The Reporting Person disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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