

Converted Organics Inc.

Form 4

January 07, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLENCO, L.L.C.

(Last) (First) (Middle)

666 FIFTH AVENUE, 8TH
FLOOR,

(Street)

NEW YORK, NY 10103-0899

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Converted Organics Inc. [COIN]

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

01/03/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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, par value \$0.0001 per share ("Common Stock")	01/03/2008		S	50,000 D	\$ 5.8203 222,273	D ⁽²⁾	
Common Stock	01/04/2008		S	80,000 D	\$ 5.6596 142,273 ⁽¹⁾ ⁽³⁾	D ⁽²⁾	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-redeemable Class B public warrant ("Class B Warrant")	\$ 11	01/04/2008		S	50,000	03/15/2007 ⁽⁵⁾ 02/13/2012 ⁽⁵⁾	Common Stock
Class A public warrant ("Class A Warrant")	\$ 8.25					03/15/2007 ⁽⁴⁾ 02/13/2012 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MILLENCO, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899	X
MILLENNIUM MANAGEMENT, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899	May be deemed as group member.
ENGLANDER ISRAEL A C/O MILLENNIUM MANAGEMENT LLC 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899	May be deemed as group member.

Signatures

Mark Meskin, Chief Executive
Officer 01/04/2008

__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) As of the date hereof, Millenco LLC, a Delaware limited liability company ("Millenco"), formerly known as Millenco, L.P., a Delaware limited partnership, beneficially owns 142,273 shares of the Company's common stock par value \$0.0001 per share ("Common Stock").

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the manager of Millenco, and consequently may be deemed to have shared voting control and investment discretion over securities owned by Millenco. Israel A.

- (2) Englander ("Mr. Englander") is the managing member of Millennium Management. As a result, Mr. Englander may be deemed to have shared voting control and investment discretion over securities deemed to be beneficially owned by Millennium Management. The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the shares owned by Millenco.

- (3) On February 16, 2007, as part of its initial public offering, the Company agreed to pay a 5% quarterly stock dividend, commencing March 31, 2007, and every full quarter thereafter until the Woodbridge, New Jersey facility is operational. As of December 18, 2007, the Company has declared four such quarterly dividends and such dividends have been included in the number of shares of Common Stock held by the Reporting Persons.

After giving effect to four 5% stock dividends, which increased the number of shares into which each Class A Warrant is exercisable, each Class A Warrant entitles the holder to purchase 1.2155 shares of the Company's Common Stock at a price of \$8.25. Each Class A

- (4) Warrant became exercisable on March 15, 2007 and expires on February 13, 2012 (but if the Class A Warrants are not exercisable at that time because a current registration statement for the underlying shares of Common Stock is not available, then the expiration date will be extended for 30 days following notice from the Issuer that the Class A Warrants are again exercisable).

After giving effect to four 5% stock dividends, which increased the number of shares into which each Class B Warrant is exercisable, each Class B Warrant entitles the holder to purchase 1.2155 shares of the Company's Common Stock at a price of \$11.00. Each Class B

- (5) Warrant became exercisable on March 15, 2007 and expires on February 13, 2012 (but if the Class B Warrants are not exercisable at that time because a current registration statement for the underlying shares of Common Stock is not available, then the expiration date will be extended for 30 days following notice from the Issuer that the Class B Warrants are again exercisable).

Remarks:

MILLENCO LLC

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.