

DUSA PHARMACEUTICALS INC
 Form 3/A
 December 10, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Becker Steven R | | (Month/Day/Year) | DUSA PHARMACEUTICALS INC [DUSA] | |
| (Last) | (First) | (Middle) | 07/24/2008 | |
| 300 CRESCENT COURT,Â SUITE 1111 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 07/28/2008 |
| DALLAS,Â TXÂ US 75201 | | | <input type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (specify below) | |
| | | | None | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,127,389 ⁽¹⁾ | I ⁽¹⁾ | limited partnerships ⁽¹⁾ |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | Expiration Date | Expiration Date | Common Stock | Amount or Number of Shares | \$ | or Indirect (I) (Instr. 5) | |
|-------------------------------|---------------------------|-----------------|--------------|----------------------------|---------|----------------------------|-------------------------------------|
| Common Stock Purchase Warrant | 04/30/2008 ⁽²⁾ | 04/30/2013 | Common Stock | 333,166 ⁽²⁾ | \$ 2.85 | I | limited partnerships ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Becker Steven R 300 CRESCENT COURT SUITE 1111 DALLAS, TX US 75201 | Â | Â | Â | None |

Signatures

Steven R. Becker 12/10/2008

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents shares held directly by SRB Greenway Capital, L.P. (209,042 shares), SRB Greenway Capital (QP), L.P. (1,841,072 shares), and SRB Greenway Offshore Operating Fund, L.P. (77,275 shares). The Reporting Person disclaims beneficial ownership in such shares, except to the extent of his pecuniary interest therein.
- (2) Represents warrants to purchase common stock held directly by SRB Greenway Capital, L.P. (33,316 shares), SRB Greenway Capital (QP), L.P. (287,450 shares), and SRB Greenway Offshore Operating Fund, L.P. (12,400 shares). Each of these warrants limits the exercise of the warrant such that the warrant is not exercisable to the extent that after such exercise the holder of the warrant and its affiliates would have beneficial ownership, as calculated in accordance with Section 13(d) of the Exchange Act, of more than 9.99% of the outstanding Common Stock of the Issuer. Because of such limitation, as of July 24, 2008, and at all times prior and since, the Reporting Person has not been a 10% owner of the Common Stock of the Issuer. The original Form 3 was filed with the mistaken belief that the Reporting Person was a 10% owner for Section 16 filing purposes. The Reporting Person also disclaims beneficial ownership, within the meaning of Rule 16a-1(a)(2) of the Exchange Act, in all shares of common stock underlying such warrants, except to the extent of his pecuniary interest therein.

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Remarks:
 The original Form 3 was filed with the mistaken belief that the Reporting Person was a 10% owner.

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.