

GERACI JOSEPH ANTHONY II
 Form 4
 March 18, 2013

FORM 4

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

OMB APPROVAL

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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 *
GERACI JOSEPH ANTHONY II

(Last) (First) (Middle)

900 IDS CENTER, 80 SOUTH 8TH STREET

(Street)

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Mill City Ventures III, Ltd [MCVT]

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

03/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					17,273	I	By Spouse
Common Stock	12/10/2012		J ⁽¹⁾		289,600	A	\$ 1 290,055
Common Stock	03/31/2012		A		5,455	A	\$ 0 218,730
Common Stock	06/30/2012		A		9,091	A	\$ 0 227,821
	09/30/2012		A		9,081	A	\$ 0 236,902

Common
Stock

Common Stock 12/10/2012 J⁽¹⁾ 5,900 A \$ 1 242,802 D

Common Stock 12/10/2012 A 6,000 A \$ 0 248,802 D

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

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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. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERACI JOSEPH ANTHONY II 900 IDS CENTER 80 SOUTH 8TH STREET MINNEAPOLIS, MN 55402	X		Chief Financial Officer	

Signatures

/s/ Joseph A. Geraci II 03/18/2013

**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) On December 10, 2012, the Reporting Person and Lantern Advisers, LLC converted a substantial portion of the principal and interest of certain outstanding promissory notes into common stock.
- (2) A limited liability company, of which the Reporting Person is a member and a manager.

Remarks:

ALL SHARE OWNERSHIP AMOUNTS OF HAVE BEEN ADJUSTED TO TAKE INTO ACCOUNT THE EFFECT OF A

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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