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SPIRE CORP
Form SC 13G/A
January 03, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(AMENDMENT NO. 2) *

SPIRE CORP

(Name of Issuer)

Common Stock

(Title of Class of Securities)

848565107

(CUSIP Number)

12/29/05

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
schedule
is filed:

- / / Rule 13d-i(b)
- /X / Rule 13d-i(c)
- / / Rule 13d-i(d)

*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 the disclosures provided in a prior cover page.

The information required in 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.

CUSIP NO. 848565107 13G

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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AMH Equity LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / / (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York, USA

NUMBER OF 5 SOLE VOTING POWER
SHARES
BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER
EACH

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON
WITH

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
525,000 shares of common stock.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
7.28%

12 TYPE OF REPORTING PERSON*
PN

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CUSIP NO. 848565107

13G

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Leviticus Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / / (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

NUMBER OF 5 SOLE VOTING POWER
SHARES 525,000 Shares of Common Stock
BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER
EACH

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON 525,000 Shares of Common Stock
WITH

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
525,000 shares of common stock.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* / /

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
7.28%

12 TYPE OF REPORTING PERSON*
PN

CUSIP NO. 848565107 13G

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Parameter Partners LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / / (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York, USA

NUMBER OF 5 SOLE VOTING POWER
SHARES
BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER
EACH

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON
WITH

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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525,000 shares of common stock.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.28%

12 TYPE OF REPORTING PERSON*
PN

This SCHEDULE 13G/A amends the Schedule 13G filed on April 20 ,2005
(the "Schedule 13G").

ITEM 1: (a) NAME OF ISSUER:

SPIRE CORP

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

ONE PATRIOTS PARK
Bedford, MA 01730

ITEM 2: (a) NAME OF PERSON FILING:

This Schedule 13G is jointly filed by Leviticus Partners, L.P., a Delaware limited partnership ("Leviticus"), AMH Equity, LLC ("AMH"), a New York limited liability company and Parameter Partners, LLC ("Parameter"), a Delaware limited liability company, (each a "Reporting Person" and, collectively, the "Reporting Persons"). AMH is the general partner of both Leviticus and Parameter.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE :

C/O Leviticus Partners LP
Chrysler Building
405 Lexington Avenue
45th Floor
New York, NY 10174

(c) CITIZENSHIP:

See above

(d) TITLE OF CLASS OF SECURITIES:

SEE COVER PAGE

(e) CUSIP NUMBER:

SEE COVER PAGE

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- ITEM 3: See Item 12 above
- ITEM 4: (a) AMOUNT BENEFICIALLY OWNED:
See Item 9 above
- (b) PERCENT OF CLASS:
See Item 11 above
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS VOTING AND DISPOSITIVE POWERS:
See Items 5 and 7 above
- ITEM 5: OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:
- ITEM 6: OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:
N/A

The principal address of Leviticus is:
405 Lexington Avenue
45th Floor
New York, NY 10174
- ITEM 7: Inapplicable
- ITEM 8: Inapplicable
- ITEM 9: NOTICE OF DISSOLUTION OF GROUP:
Inapplicable
- ITEM 10: CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 3, 2006

Leviticus Partners, L.P.
By: AMH Equity, LLC, its general partner
By: /s/ Adam Hutt

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Name: Adam Hutt
Title: Managing Member

Parameter Partners, LLC
By: AMH Equity, LLC, its general partner
By: /s/ Adam Hutt
Name: Adam Hutt
Title: Managing Member

AMH Equity, LLC
By: /s/ Adam Hutt
Name: Adam Hutt
Title: Managing Member