

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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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 *
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)
Common Stock					17,273	I	By Spouse
Common Stock	12/10/2012		J ⁽¹⁾	289,600 A \$ 1	290,055	I	By Lantern Advisers LLC ⁽²⁾
Common Stock	03/31/2012		A	5,455 A \$ 0	218,730	D	
Common Stock	06/30/2012		A	9,091 A \$ 0	227,821	D	
	09/30/2012		A	9,081 A \$ 0	236,902	D	

Common
Stock

Common Stock	12/10/2012	J ⁽¹⁾	5,900	A	\$ 1	242,802	D
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Common Stock	12/10/2012	A	6,000	A	\$ 0	248,802	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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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