

Edgar Filing: DATA SYSTEMS & SOFTWARE INC - Form SC 13G/A

DATA SYSTEMS & SOFTWARE INC  
Form SC 13G/A  
January 27, 2003

OMB APPROVAL

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UNITED STATES  
SECURITIES & EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2) \*

Data Systems & Software Inc

-----  
(Name of Issuer)

Common Stock, \$0.01 Par Value

-----  
(Title of Class of Securities)

23788104

-----  
(CUSIP Number)

December 31, 2002

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(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-1(b)  
 Rule 13d-1(c)  
-  
 Rule 13d-1(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.

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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 (however, see the Notes).

SEC 1745 (2/95)

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CUSIP NO. 237887104

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Page 2 OF 5

1 NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Howard A. Gutzmer

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Number of

5 SOLE VOTING POWER

Shares 60,340 shares 0.8%

Beneficially

6 SHARED VOTING POWER

Owned by 615,951 shares 8.4%

Each

7 SOLE DISPOSITIVE POWER

Reporting 60,340 shares 0.8%

Person With

8 SHARED DISPOSITIVE POWER

615,951 shares 8.4%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

676,291 shares

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.2%

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12 TYPE OF REPORTING PERSON\*

IN

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\* SEE INSTRUCTION BEFORE FILLING OUT

ITEM 1.

(a) Name of Issuer: Data Systems & Software Inc.

(b) Address of Issuer's Principal Executive Offices:

(c)

200 Route 17  
Mahwah, NJ 07430

ITEM 2.

(a) Name of Person Filing: Howard A. Gutzmer

(b) Address of Principal Business Office, or, if none, Residence:

5550 Oberlin Drive  
San Diego, CA 92121

(c) Citizenship: United States.

(d) Title of Class of Securities:

Common Stock, \$0.01 par value per share.

(e) CUSIP Number: 237887104.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR  
13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

(a)  Broker or dealer registered under section 15 of the Act (15  
U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in section 3(a)(19) of the Act  
(15 U.S.C. 78c).

(d)  Investment company registered under section 8 of the  
Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)  An investment adviser in accordance with 240.13d-1(b)(1)  
(ii)(E).

(f)  An employee benefit plan or endowment fund in accordance  
with 240.13d-1(b)(1)(ii)(F).

(g)  A parent holding company or control person in accordance  
with 240.13d-1(b)(ii)(G).

- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group, in accordance with 240.13d-1(b)(1)(ii)(H)

ITEM 4. OWNERSHIP.

- (a) Amount Beneficially Owned: 676,291 shares.
- (b) Percent of Class: 9.2%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: 60,340 shares.
  - (ii) Shared power to vote or direct the vote: 615,951 shares. See Note 1.
  - (iii) Sole power to dispose or direct the disposition of: 60,340 shares.
  - (iv) Shared power to dispose or direct the disposition of: 615,951 shares. See Note 1.

Note 1 - Shared Voting and Dispositive Power includes shares which are beneficially owned by Howard Gutzmer and are held by: (i) The Gutzmer Family Trust U/A/D 1/12/96, Howard and Dorene Gutzmer, Trustees, which holds 508,125 shares; (ii) Gutzmer Enterprises, Ltd., a California limited partnership, for which KNX, Inc., a California corporation, is the general partner and Howard Gutzmer is the sole director of the general partner, which holds 5,300 shares; (iii) Dorene Gutzmer SSB IRA Rollover Custodian, which holds 64,950 shares; and (iv) Unlimited Systems Corp., Inc., a California corporation, of which Mr. Gutzmer is the majority shareholder and an officer and director, which holds 37,576 shares.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not Applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

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ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with 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 that purpose or effect.

SIGNATURE

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 22, 2003  
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/s/Howard Gutzmer  
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Howard A. Gutzmer

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)