

GALLEN JONATHAN
 Form 3/A
 April 13, 2007

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 * GÄ GALLEN JONATHAN (Last) (First) (Middle) 299 PARK AVENUE (Street) NEW YORK,Ä NYÄ 10171 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/04/2007	3. Issuer Name and Ticker or Trading Symbol CICERO INC [CICN]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year) 02/05/2007 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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, par value \$0.001 per share	6,032,934	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	By partnership and corporation <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A-1 Convertible Preferred Stock	Â (5)	Â (6)	Common Stock, par value \$0.001 per share 14,836	\$ (4)	I (1) (2) (3)	By partnership and corporation (1) (2) (3)
Warrant (right to buy)	Â (5)	01/09/2007	Common Stock, par value \$0.001 per share 901	\$ 37	I (1) (2) (3)	By partnership and corporation (1) (2) (3)
Warrant (right to buy)	Â (5)	08/14/2007	Common Stock, par value \$0.001 per share 383	\$ 38	I (1) (2) (3)	By partnership and corporation (1) (2) (3)
Warrant (right to buy)	Â (5)	10/08/2008	Common Stock, par value \$0.001 per share 4,914	\$ 40	I (1) (2) (3)	By partnership and corporation (1) (2) (3)
Warrant (right to buy)	Â (5)	01/04/2011	Common Stock, par value \$0.001 per share 14,336	\$ 2	I (1) (2) (3)	By partnership and corporation (1) (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLEN JONATHAN 299 PARK AVENUE NEW YORK, NY 10171	Â	Â X	Â	Â

Signatures

/s/ Jonathan Gallen
04/13/2007

**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).

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This Form 3 amends the Form 3 originally filed with the Securities and Exchange Commission on February 5, 2007. The original filing inadvertently understated the number of shares of common stock, par value \$0.001 per share (the "Shares") of Cicero, Inc. (the "Company") held by the reporting person. As of January 4, 2007, Queequeg Partners, L.P. ("Partners"), Queequeg, Ltd. ("Limited," and collectively with Partners, the "Funds") held in the aggregate (i) 6,032,934 Shares, (ii) 14.836 Shares of the Series A-1 Convertible Preferred Stock, par value \$0.001 per share (the "Convertible Preferred"), (iii) warrants to acquire 901 Shares at \$37 per share, which warrants expire on January 9, 2007, (iv) warrants to acquire 383 Shares at \$38 per share, which warrants expire on August 14, 2007,

- (1) (v) warrants to acquire 4,914 Shares at \$40 per share, which warrants expire on October 8, 2008 and (vi) warrants to acquire 14,336 Shares at \$2 per share, which warrants expire on January 4, 2011.

Jonathan Gallen possesses sole power to vote and direct the disposition of all securities of the Company held by the Funds. Accordingly, for the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Mr. Gallen may be deemed to beneficially own 6,068,304 Shares. Jonathan Gallen's interest in the securities reported herein is limited to the extent of his pecuniary interest in each of the Funds, if any.

- (2) (3) The Convertible Preferred is convertible at a rate of one thousand (1,000) Shares for each share of Convertible Preferred, subject to adjustment per the Certificate of Designations, Preferences and Rights of the Convertible Preferred.

(4) (5) Immediately

(6) None

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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