

PUBLIC CO MANAGEMENT CORP

Form 4/A

March 30, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROCK STEPHEN

2. Issuer Name **and** Ticker or Trading
Symbol
**PUBLIC CO MANAGEMENT
CORP [PUBC]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5770 EL CAMINO RD.

(Street)

LAS VEGAS, NV 89118

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/04/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO, President, Treasurer, Sec

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
COMMON STOCK	10/01/2004		A		15,326,650	A \$ 0.05 ⁽¹⁾	15,326,650	I	Owned through Brock Family Trust ⁽²⁾
COMMON STOCK	12/22/2004		A		500,000	A \$ 0.15 ⁽³⁾	997,000 ⁽³⁾	D	
COMMON STOCK	02/01/2005		S		6,500	D \$ 0.87	990,500 ⁽³⁾	D	
	02/01/2005		S		3,500	D	994,000 ⁽³⁾	D	

COMMON
STOCK\$
0.88

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
BROCK STEPHEN 5770 EL CAMINO RD. LAS VEGAS, NV 89118	X	X	CEO, President, Treasurer, Sec	

Signatures

STEPHEN
BROCK 03/30/2005

__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) These shares were acquired by Mr. Brock in connection with an Exchange Agreement ("Agreement") with GoPublicToday.com, a Nevada corporation ("GPT"), Pubco White Papers, Inc., a Nevada corporation ("PWP"), Nevada Fund, a Nevada corporation ("NF"), Public Company Management Services, Inc., a Nevada corporation ("PCMS"), the Registrant and the majority shareholders of GPT, PWP, NF and PCMS, Brock Family Trust, and Stephen Brock. Pursuant to the Agreement, the Registrant acquired 5,000,000 shares of common stock (or approximately 92.1%) of GPT, 5,000,000 shares of common stock (or 100%) of PWP, 5,000,000 shares of common

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stock (or approximately 98.0%) of NF, and 5,000,000 shares of common stock (or 100%) of PCMS in exchange for an aggregate of 15,326,650 newly issued treasury shares of the Registrant's common stock which are beneficially owned by Mr. Brock.

- (2) Mr. Brock indirectly beneficially owns 15,326,650 shares of the Registrant in his capacity as trustee of the Stephen M J Brock & Kathryn S Brock Gen Partners Brock Family Limited Partnership Dated 6/24/1998 ("Brock Family Trust").

This number has been revised since the prior Form 4 filed by Mr. Brock on February 4, 2005, to include an additional 185,000 shares of

- (3) the Registrant's common stock, which were beneficially owned by Mr. Brock in a brokerage account prior to December 22, 2004, as well as to list the amounts of shares which Mr. Brock owns directly and indirectly separately.

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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