

COLONIAL COMMERCIAL CORP
Form SC 13G/A
April 12, 2005

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)*
COLONIAL COMMERCIAL CORP.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.05 PER SHARE
(Title of Class Securities)

COMMON STOCK: 195621 40 4
(CUSIP Number)

July 29, 2004
(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 disclosure 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 (however, see the Notes).

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1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Rita C. Folger

2. Check the Appropriate Box if a Member of a Group
(See Instructions)

(a)

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(b)

3. SEC Use Only

4. Citizenship or Place of Organization
U.S.A.

5. Sole Voting Power
478,719 shares of Common Stock (1)

6. Shared Voting Power
-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

7. Sole Dispositive Power
478,719 shares of Common Stock (1)

8. Shared Dispositive Power
-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
478,719 shares of Common Stock (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
/X/

11. Percent of Class Represented by Amount in Row (9)
11.39%

12. Type of Reporting Person (See Instructions)
IN

(1) Consists of 445,325 shares of Common Stock, 33,333 shares of Common Stock issuable at any time upon conversion of a \$100,000 Convertible Note at a conversion price of \$3 per share and 61 shares of Common Stock issuable upon conversion of 61 shares of Convertible Preferred Stock.

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Item 1.

(a) Name of Issuer

Colonial Commercial Corp.

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(b) Address of Issuer's Principal Executive Offices

120 New South Road
Hicksville, NY 11801

Item 2.

(a) Name of Person Filing

Rita C. Folger

(b) Address of Principal Business office or, if None, Residence

c/o Oscar D. Folger
521 Fifth Avenue, 24th Floor
New York, New York 10175

(c) Citizenship

U.S.A.

(d) Title of Class Securities

Common Stock, \$.05 par value

(e) CUSIP Number: 195621 40 4

Item 3. If this statement is filed pursuant to Sec. Sec. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Exchange Act;

(b) Bank as defined in Section 3(a)(6) of the Exchange Act;

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;

(d) Investment company registered under Section 8 of the Investment Company Act;

(e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) A savings associations as defined in Section 3(b) of the Federal Deposit

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Insurance Act;

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(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

(a) Amount beneficially owned: 478,719 shares of Common Stock (2)

(b) Percent of class: 11.39%

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote: 478,719 shares of Common Stock (2)

(ii) Shared power to vote or to direct the vote: -0-

(iii) Sole power to dispose or to direct the disposition of: 478,719 shares of Common Stock (2)

(iv) Shared power to dispose or to direct the disposition of: -0-

Oscar D. Folger, who is my husband, owns an option to purchase 5,000 shares of Common Stock that is currently exercisable. I disclaim beneficial ownership of these shares pursuant to Rule 13d-4 of the Securities and Exchange Act of 1934.

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.

(2)
Consists of 445,325 shares of Common Stock, 33,333 shares of Common Stock issuable at any time upon conversion of a \$100,000 Convertible Note at a conversion price of \$3 per share and 61 shares of Common Stock issuable upon conversion of 61 shares of Convertible Preferred Stock.

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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.

SIGNATURES

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: April 12, 2005

/s/ Rita C. Folger

Rita C. Folger

Name/Title