

SUPERCONDUCTOR TECHNOLOGIES INC
Form SC 13G
January 14, 2003

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<p style="text-align: center;">UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p>	<p style="text-align: center;"><u>OMB APPROVAL</u></p> <p><u>OMB</u> <u>Number:K235-0145</u></p> <p><u>Expires: October 31,</u> <u>2002</u></p> <p>Estimated average burden hours per response14.9</p>

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Superconductor Technologies Inc.

—

(Name of Issuer)

Common Stock

—

(Title of Class of Securities)

867931107

—

(CUSIP Number)

December 18, 2002

—

(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.

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).

—

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

Palo Alto Investors, LLC

—

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

(a)

(b)

—

3. SEC Use Only _____

4. Citizenship or Place of Organization **California**

Number of Shares	5. Sole Voting Power 0
	6. Shared Voting Power 3,344,950

Beneficially	7. Sole Dispositive Power 0
Owned by	8. Shared Dispositive Power 3,344,950
Each Reporting	
Person With	

9. Aggregate Amount Beneficially Owned by Each Reporting Person **3,344,950**

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

—

11. Percent of Class Represented by Amount in Row (9) **5.6%**

—

12. Type of Reporting Person (See Instructions) **OO, IA**

—

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Palo Alto Investors

—

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

(a) X

(b) _____

—

3. SEC Use Only _____

4. Citizenship or Place of Organization **California**

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power 0
	6. Shared Voting Power 3,344,950
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 3,344,950

9. Aggregate Amount Beneficially Owned by Each Reporting Person **3,344,950**

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

—

11. Percent of Class Represented by Amount in Row (9) **5.6%**

—

12. Type of Reporting Person (See Instructions) **CO**

—

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

William Leland Edwards

—

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

(a) _____

(b) _____

3. SEC Use Only _____

4. Citizenship or Place of Organization **United States**

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power 28,476
	6. Shared Voting Power 3,344,950
	7. Sole Dispositive Power 28,476
	8. Shared Dispositive Power 3,344,950

9. Aggregate Amount Beneficially Owned by Each Reporting Person **3,373,426**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

11. Percent of Class Represented by Amount in Row (9) **5.6%**

12. Type of Reporting Person (See Instructions) **IN, HC**

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

Micro Cap Partners, L.P.

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

(a) _____

(b) _____

—

3. SEC Use Only _____

4. Citizenship or Place of Organization **Delaware**

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power 0
	6. Shared Voting Power 2,417,004
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 2,417,004

9. Aggregate Amount Beneficially Owned by Each Reporting Person **2,417,004**

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

—

11. Percent of Class Represented by Amount in Row (9) **4.0%**

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12. Type of Reporting Person (See Instructions) **PN**

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Item 1.

(a) Name of Issuer

Superconductor Technologies Inc.

—

(b) Address of Issuer's Principal Executive Offices

460 Ward Drive, Santa Barbara, California 93111-2356

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Item 2.

(a) The names of the persons filing this statement are:

Palo Alto Investors, LLC ("PAI")

—

Palo Alto Investors

—

William Leland Edwards

—

Micro Cap Partners, L.P. ("Micro Cap")

—

(collectively, the "Filers").

(b) The principal business office of the Filers is located at:

470 University Avenue, Palo Alto, CA 94301

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(c) For citizenship of Filers, see Item 4 of the cover sheet for each Filer.

(d) This statement relates to shares of common stock of the Issuer (the "Stock").

(e) The CUSIP number of the Issuer is: **867931107**

Item 3. If this statement is filed pursuant to rule 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 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 section 240.13d-1(b)(1)(ii)(E) (as to PAI).

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

(g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G) (as to Palo Alto Investors and Edwards).

(h) A savings association 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 section 240.13d-1(b)(1)(ii)(J) (as to PAI, Palo Alto Investors, and Mr. Edwards).

Item 4. Ownership.

See Items 5-9 and 11 of the cover page for each Filer.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

* See the cover page for Micro Cap; the other reporting persons continue to beneficially own more than five percent of the outstanding Common Stock.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

PAI is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. Palo Alto Investors is the manager of PAI. Mr. Edwards is the controlling shareholder of Palo Alto Investors. No single client account of PAI owns more than five percent of the outstanding Common Stock.

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.

PAI, Palo Alto Investors and Mr. Edwards constitute a group as defined in Rule 13d-5(b)(1). PAI is a registered investment adviser. Palo Alto Investors is the manager of PAI. Mr. Edwards is the controlling shareholder of Palo Alto Investors. Mr. Edwards, PAI and Palo Alto Investors disclaim beneficial ownership of the Stock except to the extent of their respective pecuniary interests therein. Micro Cap is filing jointly with the other filers, but not as a member of a group, and expressly disclaims membership in a group. In addition, the filing of this Schedule 13G on behalf of Micro Cap should not be construed as an admission that it is, and Micro Cap disclaims that it is, the beneficial owner of any of the Stock covered by this Statement.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification.

By signing below, PAI, Palo Alto Investors and William L. Edwards certify that, to the best of their knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

By signing below, Micro Cap certifies that, to the best of its 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.

Dated: January 14, 2003

PALO ALTO INVESTORS

By: William L. Edwards, President

William L. Edwards

PALO ALTO INVESTORS, LLC

By: Palo Alto Investors, Manager

By: William L. Edwards, President

MICRO CAP PARTNERS, L.P.

By: Palo Alto Investors, LLC
General Partner

By: Palo Alto Investors, Manager

By: William L. Edwards, President

EXHIBIT A

AGREEMENT REGARDING JOINT FILING

OF STATEMENT ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the "SEC") any and all statements on Schedule 13D or Schedule 13G (and any amendments or supplements thereto) required under section 13(d) of the Securities Exchange Act of 1934, as amended, in connection with purchases and sales by the undersigned of securities of any issuer, until such time as the undersigned file with the SEC a statement terminating this Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G. For that purpose, the undersigned hereby constitute and appoint Palo Alto Investors, LLC, a California limited liability company, as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and

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documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended, in connection with said purchases and sales, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present, until such time as the undersigned file with the SEC a statement terminating this Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G.

DATED: February 5, 2001

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PALO ALTO INVESTORS

By: /s/ William L. Edwards, President

/s/ William L. Edwards

PALO ALTO INVESTORS, LLC

By: Palo Alto Investors, Manager

By: /s/ William L. Edwards, President

MICRO CAP PARTNERS, L.P.

By: Palo Alto Investors, LLC, General Partner

By: Palo Alto Investors, Manager

By: William L. Edwards, President