

UNITED GUARDIAN INC
Form 3/A
January 13, 2003

Form 3

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

OMB APPROVAL

**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

OMB Number:
3235-0104
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0.5

(Print or type responses)

1. Name and Address of Reporting Person*		
Boccone, Andrew A.		
	(Last)	(First) (Middle)
6 Pilgrim Drive		
(Street)		
Succasunna, N.J.	07876	
	(City)	(State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)

01/13/03

4. Issuer Name and Ticker or Trading Symbol

UNITED-GUARDIAN, INC. ("UG")
3. I.R.S. Identification
Number of Reporting
Person, if an entity
(voluntary)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. If Amendment, Date of
Original (Month/Day/Year)

7. 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 Beneficially Owned

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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)

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

* If the form is filed by more than one reporting person, see Instructions 5(b)(v).

Persons who are respond to the collection of information contained in this form
 are not
 required to respond unless the form displays a currently valid OMB control
 number.

(Over)
 SEC 1474
 (7-02)

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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option	December 6, 2003	December 6, 2007	Common Stock	4000	\$ 3.51	D	

Explanation of Responses:

** Intentional misstatements || omissions of facts constitute
 Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ **Andrew A. Boccone by Ken Globus,**
Attorney-in-Fact

01/13/2003

Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed.
 If space is insufficient,
 See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not
 required to respond unless the form displays a currently valid OMB control number.