

Edgar Filing: 1ST CONSTITUTION BANCORP - Form SC 13D/A

1ST CONSTITUTION BANCORP
Form SC 13D/A
May 16, 2003

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

SCHEDULE 13D
(Amendment No. 3)

Under the Securities Exchange Act of 1934

1ST CONSTITUTION BANCORP
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

31986N-10-2
(CUSIP Number)

GEORGE E. IRWIN, PRESIDENT AND CEO
GREATER COMMUNITY BANCORP
55 UNION BOULEVARD, TOTOWA, NJ 07512
(973) 942-1111, EXT. 1018
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

MAY 16, 2003
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 10 Pages)

*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 on 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 PERSON: GREATER COMMUNITY BANCORP

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only):
22-2545165

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(see instructions) (b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
NEW JERSEY

| | | |
|---|----|-----------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 112,595 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 112,595 |
| | 10 | SHARED DISPOSITIVE POWER 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
112,595

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.6%

14 TYPE OF REPORTING PERSON (see instructions)
CO

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1 NAME OF REPORTING PERSON: MARINO A. BRAMANTE*

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(see instructions) (b) [x]

3 SEC USE ONLY

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3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

| | | |
|---------------------|---|----------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER 3,858 |
|---------------------|---|----------------------------|

| | | |
|----------------------------------|---|---------------------------------|
| BENEFICIALLY OWNED BY EACH | 8 | SHARED VOTING POWER** 12,443 |
|----------------------------------|---|---------------------------------|

| | | |
|-----------------------------|---|---------------------------------|
| REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER 3,858 |
|-----------------------------|---|---------------------------------|

| | | |
|--|----|--------------------------------------|
| | 10 | SHARED DISPOSITIVE POWER** 15,199 |
|--|----|--------------------------------------|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,057

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (see instructions) [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.3%

14 TYPE OF REPORTING PERSON (see instructions)
IN

* The reporting person is submitting this statement to terminate such person's status as a participant in a group. Upon termination of the group, the reporting person may no longer be deemed to be the beneficial owner of more than five percent of 1st Constitution's Common Stock, and, therefore, this is the reporting person's final filing on Schedule 13D.

** The reporting person may be deemed to have shared voting and dispositive power with respect to the 112,595 shares owned by Greater Community, solely by virtue of such person's status as a director of Greater Community. The reporting person has no power or right to receive or to direct the proceeds of disposition of the shares owned by Greater Community and otherwise disclaims beneficial ownership of all such shares.

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1 NAME OF REPORTING PERSON: C. MARK CAMPBELL*
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []

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(see instructions)

(b) [x]

| | | | |
|----|---|-------------------------------|--|
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS (see instructions) PF | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) | | [] |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES | | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 8 9 10 | SOLE VOTING POWER 110 SHARED VOTING POWER** 0 SOLE DISPOSITIVE POWER 110 SHARED DISPOSITIVE POWER** 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 110 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) | | [X] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) LESS THAN 0.1% | | |
| 14 | TYPE OF REPORTING PERSON (see instructions) IN ----- | | |

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1 NAME OF REPORTING PERSON: GEORGE E. IRWIN*

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only):

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (see instructions) (b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)
 PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 UNITED STATES

| | | |
|---|----|---------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 463 |
| | 8 | SHARED VOTING POWER** 0 |
| | 9 | SOLE DISPOSITIVE POWER 463 |
| | 10 | SHARED DISPOSITIVE POWER** 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 463

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 LESS THAN 0.1%

14 TYPE OF REPORTING PERSON (see instructions)
 IN

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1 NAME OF REPORTING PERSON: JOHN L. SOLDVERI*

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only):

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (see instructions) (b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)
 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 UNITED STATES

| | | |
|---|----|---------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,289 |
| | 8 | SHARED VOTING POWER** 0 |
| | 9 | SOLE DISPOSITIVE POWER 2,289 |
| | 10 | SHARED DISPOSITIVE POWER** 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,289

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.2%

14 TYPE OF REPORTING PERSON (see instructions)
 IN

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(see instructions) (b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

| | | |
|---|----|---------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 222 |
| | 8 | SHARED VOTING POWER** 0 |
| | 9 | SOLE DISPOSITIVE POWER 222 |
| | 10 | SHARED DISPOSITIVE POWER** 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
222

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) LESS THAN 0.1%

14 TYPE OF REPORTING PERSON (see instructions)
IN

* The reporting person is submitting this statement to terminate such person's status as a participant in a group. Upon termination of the group, the reporting person may no longer be deemed to be the beneficial owner of more than five percent of 1st Constitution's Common Stock, and, therefore, this is the reporting person's final filing on Schedule 13D.

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STATEMENT FOR SCHEDULE 13D

This Amendment No. 3 to Schedule 13D relates to common stock of 1st Constitution Bancorp ("1st Constitution"). This Amendment No. 3 amends the initial statement on Schedule 13D, Amendment No. 1 and Amendment No. 2 filed with the Securities and Exchange Commission on February 6, 2003, February 14, 2003 and April 9, 2003, respectively, by Greater Community Bancorp ("Greater Community") and Marino A. Bramante, Anthony M. Bruno, Jr., C. Mark Campbell, George E. Irwin, John L. Soldoveri, and Charles J. Volpe (the "Reporting Directors "). The Schedule 13D, as amended, is amended as follows:

ITEM 4. PURPOSE OF TRANSACTION

Greater Community and the Reporting Directors are submitting this Amendment No. 3 to terminate their status as a group in connection with their shares of 1st Constitution stock. Greater Community and each of the Reporting Directors have agreed to no longer act together for the purpose of acquiring, holding, voting or disposing of shares of 1st Constitution stock. Any further actions that Greater Community chooses to take regarding its investment in 1st Constitution should be considered independent from any actions taken by any or all of the Reporting Directors and vice versa.

Greater Community has not formulated any further specific plans or proposals, but may do so in the future. Any such plan or proposal could involve purchasing more shares of 1st Constitution, making a nomination to 1st Constitution's board in the future, filing a full change of control application under Section 3 of the Bank Holding Company Act, selling their shares to 1st Constitution or another person or persons, making a tender offer for some or all of 1st Constitution's common stock, or otherwise exercising their rights as shareholders of 1st Constitution. Such actions may require the approval of the Federal Reserve Bank of New York and/or the New Jersey Banking Commissioner or other regulators.

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SIGNATURES

After reasonable inquiry and to the best of its or his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true and complete.

Dated: May 16, 2003

Greater Community Bancorp

By: /s/ George E. Irwin

George E. Irwin
President and CEO

/s/ Marino A. Bramante

Marino A. Bramante

/s/ Anthony M. Bruno, Jr.

Anthony M. Bruno, Jr.

/s/ C. Mark Campbell

C. Mark Campbell

/s/ George E. Irwin

George E. Irwin

/s/ John L. Soldoveri

John L. Soldoveri

/s/ Charles J. Volpe

Charles J. Volpe