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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

☐ Check this box if no longer  
subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
*See* Instruction 1(b).

<b>1. Name and Address of Reporting Person*</b>  Newman II, Reginald B. <i>(Last) (First) (Middle)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  Rand Capital Corp. (RAND)	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  
  2440 Sheridan Drive <i>(Street)</i>	<b>4. Statement for Month/Day/Year</b>  1/14/03	<b>5. If Amendment, Date of Original (Month/Day/Year)</b>  
  Tonawanda, NY 14150 <i>(City) (State) (Zip)</i>	<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i>	<b>7. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

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* instruction 4(b)(v).



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)	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
				Code		(A)	(D)

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued  
(e.g., puts, calls, warrants, options, convertible securities)[illegible]

### Explanation of Responses:

/s/ Daniel P. Penberthy

1/14/03

\*\*Signature of Reporting Person

Date

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

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