



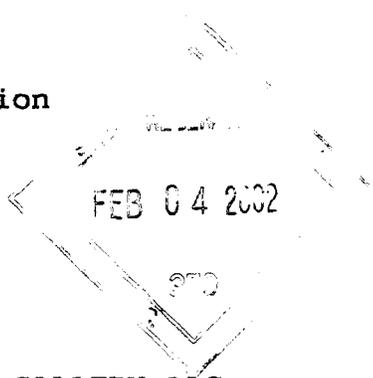
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FORM D

1167288

U.S. Securities and Exchange Commission
Washington, D.C. 20549

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering: MILLER/GEISLER GALLERY LLC

(Check if this is an amendment and name has changed, and indicate change.)

Filed under: Rule 504 Rule 505 Rule 506
 Section 4(6) ULOE

U.S. POST OFFICE
DELAYED

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Name of Issuer: MILLER/GEISLER GALLERY LLC

Address of Executive Offices Telephone
646 230-7353

c/o Mara Jayne Miller
252 Seventh Avenue, #12J, New York, NY 10001
[Number and Street] [City or Town] [State and Zip]

Address of Principal Business Operations if different:
N/A

Brief Description of Business:

Establishment and operation of art gallery

Type of business Organization:
limited liability company

Estimated or actual date of Organization: 1/2002

Estimated Actual

Jurisdiction of Organization: NY

PROCESSED

FEB 21 2002
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2.

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Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Miller, Mara Jayne
252 Seventh Avenue, #12J
New York, NY 10001

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Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Geisler, Peter N., Jr.
255 Bahama Lane
Palm Beach, FL 33480

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Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Connelly, Mary E.
308 East 79th Street, #15H
New York, NY 10021

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B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

YES NO

2. What is the minimum investment that will be accepted from any individual? \$5,000

3. Does the offering permit joint ownership?

YES NO

4. Information about persons receiving commission or similar remuneration for soliciting purchasers: N/A

C. OFFERING PRICE, NUMBER OF INVESTORS,
EXPENSES, AND USE OF PROCEEDS

1. <u>Type of Security</u>	<u>Aggregate Offering Price</u>	<u>Amount Already Sold</u>
Debt	0	0
Equity	0	0
Convertible Securities (including warrants)	0	0
Partnership Interests		
Other	0	0
Limited Liability Company Interests	\$ 675,000	
TOTAL	\$ 675,000	0

2.	<u>Number of Investors</u>	<u>Aggregate Dollar Amount of Purchases</u>
Accredited Investors	0	0
Non-Accredited Investors	0	0
TOTAL (for filings under Rule 504 only)	0	0

3. For Filings Under 504, 505, all information for all securities sold by issuer to date in offerings of the types indicated in the 12 months prior to the first sale of securities in this offering.

<u>Type of Offering</u>	<u>Type of Security</u>	<u>Dollar Amount Sold</u>
Rule 505	N/A	0
Regulation A	N/A	0
Rule 504	N/A	0
TOTAL	None	0

4. a. Expenses in connection with the issuance and distribution of the securities in this offering, excluding amounts relating solely to organization expenses of issuer

Transfer Agent's Fees	_____	\$
Printing and Engraving Costs	_____	\$
Legal Fees	<u> x </u>	\$ 7,000
Accounting Fees	_____	\$
Engineering Fees	_____	\$
Sales Commissions	_____	\$
Other Expenses	<u> x </u>	\$ 1,000
(Identify) Blue Sky photocopying, etc.		
TOTAL:	<u> x </u>	\$ 8,000

b. The difference between aggregate offering price in Part C., question 1 and Total Expenses:

	<u> x </u>	\$ 667,000
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5. Amount of adjusted gross proceeds to the issuer

	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and Fees	<u> x </u> \$187,000	<u> x </u> \$ 60,000
Purchase of Real Estate	_____ \$	_____ \$
Purchase, rental or leasing and installation of machinery and equipment	_____ \$	<u> x </u> \$ 75,000
Construction or leasing of plant buildings and facilities	_____ \$	<u> x </u> \$ 200,000
Acquisition of other businesses*	_____ \$	_____ \$

*(including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)

Repayment of indebtedness	_____ \$	_____ \$
Working capital	_____ \$	_____ \$
Other: (incl. advertising & promotion; general & administrative; travel and entertainment; reserve, miscellaneous	<u> x </u> \$ 20,000	<u> x </u> \$ 125,000
Column Totals:	<u> x </u> \$207,000	<u> x </u> \$ 460,000
Total Payments Listed: (column totals added)	<u> x </u> \$ 667,000	

