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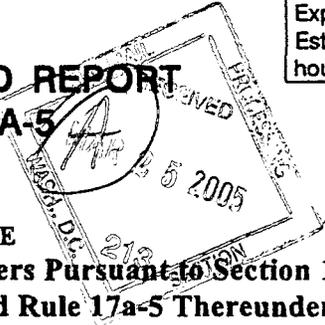
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MISSION

**OMB APPROVAL**  
 OMB Number: 3235-0123  
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**ANNUAL AUDITED REPORT  
 FORM X-17A-5  
 PART III**



**SEC FILE NUMBER**  
 8 24841

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01-01-04 AND ENDING 12-31-04  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Southampton Investment Services Inc.  
 ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

**OFFICIAL USE ONLY**  
 FIRM I.D. NO.

<u>SOUTHAMPTON INVESTMENT SERVICES, INC.</u> 1476 ROSEBUD ROAD SOUTHAMPTON, PA 18966	(No. and Street)	<u>SOUTHAMPTON INVESTMENT SERVICES, INC.</u> 1476 ROSEBUD ROAD SOUTHAMPTON, PA 18966
(City)	(State)	(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
DINESH S. SHAH (215) 322-8530  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

RICCARDI MICHAEL E.  
(Name - if individual, state last, first, middle name)  
16 S. STATE ST. NEWTONN PA 18940  
(Address) (City) (State) (Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

**PROCESSED**

APR 04 2005 E

THOMSON FINANCIAL

**FOR OFFICIAL USE ONLY**

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

Handwritten initials and number 3/29

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.

SEC 1410 (06-02)

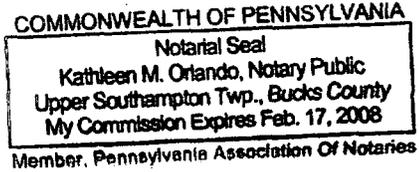
Handwritten: ALJ 3/31/2005

OATH OR AFFIRMATION

I, DINESH S. SHAM, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of SOUTHAMPTON INV. SER. INC., as of 12-31-, 2004, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

Dinesh S. Sham  
Dinesh S. Sham  
Signature  
President  
Title

Kathleen M. Orlando 3/17/05  
Notary Public



This report \*\* contains (check all applicable boxes):

- (a) Facing Page.
  - (b) Statement of Financial Condition.
  - (c) Statement of Income (Loss).
  - (d) Statement of Changes in Financial Condition.
  - (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
  - (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
  - (g) Computation of Net Capital.
  - (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
  - (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
  - (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
  - (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
  - (l) An Oath or Affirmation.
  - (m) A copy of the SIPC Supplemental Report.
  - (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
- CASH FLOW FROM OPERATIONS**

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

SOUTHAMPTON INVESTMENT  
SERVICES, INC.  
1476 ROSEBUD ROAD  
SOUTHAMPTON, PA 18963

CASH FLOW FROM OPERATIONS FOR YEAR 2004

SOUTHAMPTON INVESTMENT  
SERVICES, INC.  
1476 ROSEBUD ROAD  
SOUTHAMPTON, PA 18963

NET EARNINGS \$4,830.93

CHANGES IN OPERATING ASSETS AND LIABILITIES

Net change in Sws a/c 110,141.22  
Increase in Securities owned -114,619.29  
Increase in Other Liabilities 49.43

NET CASH PROVIDED BY OPERATIONS \$303.43

Cash at the Beginning of the Year 576.86

Cash at the End of the Year \$880.29

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