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

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ANNUAL AUDITED REPORT
FORM X-17A-5
PART III

SEC FILE NUMBER
049254

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 06/01/04 AND ENDING 05/31/05
MM/DD/YY MM/DD/YY 29 2005

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Gotham Lawrence Corporation

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

350 Fifth Avenue Suite 3304

(No. and Street)

New York
(City)

NY
(State)

10118
(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Andrew Lawrence

646-414-1008

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

John P. Comparato, CPA

(Name - if individual, state last, first, middle name)

PO Box 588
(Address)

Stony Brook
(City)

NY
(State)

11790
(Zip Code)

CHECK ONE:

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

PROCESSED

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FOR OFFICIAL USE ONLY

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FINANCIAL

*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)

SEC 1410 (06-02)

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.

Handwritten initials/signature

p. 2
p. 3

631-689-0400
631-689-0400

JOHN COMPARATO
JOHN COMPARATO

JUL 23 05 12:48P
JUL 27 05 04:18P

OATH OR AFFIRMATION

I, Andrew W. Lawrence, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of GOTHAM LAWRENCE CORPORATION, as of May 31, 2005, 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:

Andrew W. Lawrence
Signature

PRESIDENT
Title

STEVEN E. HILLER
Notary Public,
State of New York
No. 01HI4507658

Qualified in New York County
Term Expires November 30, 2005

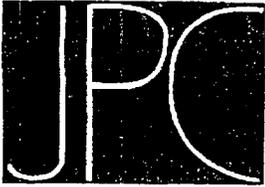
Steven E. Hiller 7/27/05
Notary Public

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.

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

GOTHAM LAWRENCE CORPORATION
REPORT ON EXAMINATION OF FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION
YEAR ENDED MAY 31, 2005



JOHN P. COMPARATO C.P.A., P.C.

P.O. Box 588 ■ Stony Brook, NY 11790
631.689.0400 ■ 631.689.2877 Fax

To The Board of Directors
Gotham Lawrence Corporation

We have audited the accompanying statements of financial condition of Gotham Lawrence Corporation as of May 31, 2005 and the related statements of operations, stockholder's equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in conformity with generally accepted accounting principles, the financial position of Gotham Lawrence as of May 31, 2005, the results of its operations and cash flows for the year then ended.

Our audit was made for the purpose of forming an opinion on the basic financial statements, taken as a whole of Gotham Lawrence Corporation. The supplemental information is presented for the purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in the examination of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statement taken as a whole.

John P. Comparato

A handwritten signature in cursive script that reads 'John P. Comparato'.

GOTHAM LAWRENCE CORPORATION
STATEMENT OF FINANCIAL CONDITION
MAY 31, 2005

ASSETS

CURRENT ASSETS

Cash	\$ 3,298
Securities Owned	4,400
	7,698

FIXED ASSETS

Net of Accumulated Depreciation and Amortization of \$ 2,953	0
---	---

OTHER ASSETS

Due From Officer	12,553
	12,553

TOTAL ASSETS

\$ 20,251

LIABILITIES AND STOCKHOLDER'S EQUITY

CURRENT LIABILITIES

Accounts Payable and Accrued Expenses	\$ 575
---------------------------------------	--------

OTHER LIABILITIES

Subordinated Loan Payable	20,501
---------------------------	--------

STOCKHOLDER'S EQUITY

Common Stock – no par value 200 shares authorized, 112 shares issued and outstanding	200
Additional Paid-In Capital	122,991
Accumulated Deficit	<124,016>
	<825>

TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY

\$ 20,251

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF FINANCIAL STATEMENTS

GOTHAM LAWRENCE CORPORATION

**STATEMENT OF OPERATIONS
YEAR ENDED MAY 31, 2005**

REVENUE	\$ 53,193
<hr/>	
EXPENSES	
Commissions	11,270
Professional Fees	3,634
Office Expense	1,439
Regulatory Fees	1,165
Occupancy	2,526
Communications	1,439
Insurance	2,189
Travel, Meals & Entertainment	10,836
Subscriptions	5,287
Corporate Taxes	1,031
Training Expenses	1,742
Other Expenses	5,543
TOTAL EXPENSES	48,101
<hr/>	
NET INCOME <LOSS>	\$ 5,092
<hr/>	

THE ACCOMPANYING NOTES ARE AN INTERGRAL PART OF FINANCIAL STATEMENTS

GOTHAM LAWRENCE CORPORATION

**STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY
YEAR ENDED MAY 31, 2005**

	<u>COMMON STOCK</u>	<u>RETAINED EARNINGS <DEFICIT></u>	<u>ADDITIONAL PAID-IN CAPITAL</u>
Balance, June 1, 2004	\$ 200	\$ <129,108>	\$ 122,991
Net Income <Loss>	-	5,092	-
Capital Contributions	-	-	-
	<hr/>	<hr/>	<hr/>
Balance, May 31, 2005	<u>\$ 200</u>	<u>\$ <124,016></u>	<u>\$ 122,991</u>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF FINANCIAL STATEMENTS

GOTHAM LAWRENCE CORPORATION

**STATEMENTS OF CASH FLOWS
YEAR ENDED MAY 31, 2005**

CASH FLOWS FROM OPERATING ACTIVITIES

Net Income	\$ 5,092
Adjustments to Reconcile Net Income to Net Cash Used In Operating Activities:	
(Increase) Decrease in Operating Assets:	
Securities Owned	515
Due From Officer	<6,413>
Accrued Expenses	<430>
NET CASH USED BY OPERATING ACTIVITIES	<1,236>
NET DECREASE IN CASH	<1,236>
CASH AT BEGINNING OF YEAR	4,534
CASH AT END OF YEAR	\$ 3,298

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF FINANCIAL STATEMENTS

GOTHAM LAWRENCE CORPORATION
STATEMENT OF CHANGES IN LIABILITIES
SUBORDINATED TO CLAIMS OF GENERAL CREDITORS
YEAR ENDED MAY 31, 2005

SUBORDINATED LIABILITIES AT JUNE 1, 2004	\$ 20,501
INCREASE IN SUBORDINATED LIABILITIES	-
SUBORDINATED LIABILITIES AT MAY 31, 2005	\$ 20,501

THE ACCOMPANYING NOTES ARE AN INTERGRAL PART OF FINANCIAL STATEMENTS

GOTHAM LAWRENCE CORPORATION

**NOTES TO FINANCIAL STATEMENTS
MAY 31, 2005**

NOTE 1 – NATURE OF BUSINESS AND ORGANIZATION

Gotham Lawrence Corporation (“The company”), incorporated under the laws of the State of New York, is a registered broker-dealer with Securities and Exchange Commission. The Company is also a member of the National Association of Securities Dealers, Inc.

Gotham Lawrence Corporation services both retail and institutional accounts in a variety of securities transactions. The Company has correspondent agreements with a number of large mutual fund companies, and acts as an agent to sell their products. The firm is also a Registered Investment Advisor with the Securities and Exchange Commission, and acts as an agent for clients through clearing arrangements with other broker-dealers.

NOTE 2 – SIGNIFICANT ACCOUNTING PRINCIPLES

- (a) The Company records securities transactions (and related commission revenue and expense) on a settlement date basis. Revenues and expenses would not be materially different if reported on a trade date basis. Securities owned, consisting primarily of equities, are stated at quoted market values with the resulting unrealized gains and losses reflected in the statement of operations.
- (b) Depreciation was computed using the straight-line method over the estimated useful lives of lives of the assets.
- (c) Organization costs consist of expenses relating to the formation of the Company. These costs are being amortized over a 60 month period.
- (d) The process of preparing financial statement in conformity with generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

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GOTHAM LAWRENCE CORPORATION
NOTES TO FINANCIAL STATEMENTS
MAY 31, 2005

NOTE 3 – SUBORDINATED LOAN PAYABLE

At May 31, 2005, the Company had borrowings of \$20,501, which were unconditionally subordinated to all claims of general creditors pursuant to written agreements. The subordinated borrowings are available in computing net capital under the Securities and Exchange Commission's uniform net capital rule. To the extent that such borrowings are required for the Company's continued compliance with minimum net capital requirements they may not be repaid.

NOTE 4 – NET CAPITAL REQUIREMENTS

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Sec rule 15c3-1), which requires the maintenance of minimum net capital, and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 8 to 1. At May 31, 2005, the Company had a net capital of \$ 7,123 which exceeded requirements of \$ 5,000 by \$ 2,123. The Company's net capital ratio .08 to 1.

GOTHAM LAWRENCE CORPORATION

**COMPUTATION OF NET CAPITAL UNDER RULE 15C3-1
OF THE SECURITIES AND EXCHANGE COMMISSION
MAY 31, 2005**

NET CAPITAL	
Total Ownership Equity	\$ <525>
Add:	
Liabilities Subordinated to Claims of General Creditors	
Allowable in Computation of Net Capital	20,501
Other (Deductions) or Allowable Credits	--

Total Capital And Allowable Subordinated Liabilities	19,676
Deductions and/or Charges:	
Non-allowable Assets	12,553

Net Capital Before Haircuts on Securities Positions	7,123
Haircuts on Securities Positions	--

Net Capital	\$ 7,123
	=====
AGGREGATE INDEBTEDNESS	
Items Included in the Statement of Financial Condition:	
Accounts Payable and Accrued Expenses	575
	=====
COMPUTATION OF BASIC NET CAPITAL REQUIREMENT	
Minimum Net Capital Required	5,000
	=====
Excess Net Capital @ 1000%	7,066
	=====
Ration: Aggregate Indebtedness to Net Capital	.08

There is no difference between this audited computation of net capital and that included in the Company's unaudited May 31, 2005 Focus Part II filing.



JOHN P. COMPARATO C.P.A., P.C.

P.O. Box 588 ■ Stony Brook, NY 11790
631.689.0400 ■ 631.689.2877 Fax

INDEPENDENT AUDITORS' REPORT ON INTERNAL ACCOUNTING CONTROL REQUIRED BY SEC RULE 17A-5

To The Board of Directors
Gotham Lawrence Corporation

We have examined the financial statements of Gotham Lawrence Corporation for the year ended May 31, 2005 and have issued our report therein dated July 14, 2005. As part of our examination, we made a study and evaluation of the Company's system of internal accounting control (which includes the procedures for safeguarding securities) to the extent we considered necessary to evaluate the system as required by generally accepted auditing standards. The purpose of our study and evaluation, which included obtaining an understanding of the accounting system, was to determine the nature, timing, and extent of the auditing procedures necessary for expressing an opinion on the financial statements.

We also made a study of the practices and procedures followed by the Company in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a) (11) and the procedures for determining compliance with the exemptive provisions of Rule 15c3-3. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13 or in complying with the requirements for prompt payment for securities under Section 8 of Regulation T of the Board of Governors of the Federal Reserve System, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing and maintaining a system of internal accounting control and practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgements by management are required to assess the expected benefits and related costs of control procedures and practices and procedures referred to in the preceding paragraph to assess whether those practices and procedures can be expected to achieve the Commission's above-mentioned objectives. The objectives of a system and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from the unauthorized use of disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5 (g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal accounting control procedures or the practices and procedures referred to above, errors or irregularities may nevertheless occur and not be detected. Also, projection of any evaluation of them to future period is subject to the risk that they may become inadequate because of changes in conditions or that the degree of compliance with them may deteriorate

Our study and evaluation made for the limited purpose described in the first paragraph would not necessarily disclose all material weakness in the system. Accordingly, we do not express an opinion on the system of internal accounting control of Gotham Lawrence Corporation as a whole. However, our study and evaluation disclosed no condition that we believed to be a material weakness.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at May 31, 2005 to meet the Commission's objectives.

This report is intended solely for the use of management and the Securities and Exchange Commission and should not be used for any other purpose.

John P. Comperet