

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL

OMB Number: 3235-0076

Expires: March 31, 2009

Estimated average burden hours per response: 4.00

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

Item 1. Issuer's Identity

Name of Issuer

Beecken Petty O'Keefe Fund III-A, L.P.

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year) 2007 Yet to Be Formed

Previous Name(s) None

Entity Type (Select one)

- Corporation
Limited Partnership
Limited Liability Company
General Partnership
Business Trust
Other (Specify)

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

131 South Dearborn Street

Street Address 2

Suite 2800

City

Chicago

State/Province/Country

Illinois

ZIP/Postal Code

60603

Phone No.

(312) 435-0300

Item 3. Related Persons

Last Name

Beecken Petty O'Keefe & Company III, L.P.

First Name

Middle Name

Street Address 1

131 South Dearborn Street

Street Address 2

Suite 2800

City

Chicago

State/Province/Country

Illinois

ZIP/Postal Code

60603

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary) General Partner of the Issuer

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
Banking and Financial Services
Business Services
Energy
Construction
REITS & Finance
Residential
Other Real Estate
Retailing
Restaurants
Technology
Computers
Telecommunications
Other Technology
Travel
Airlines & Airports
Lodging & Conventions
Tourism & Travel Services
Other Travel
Other



Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|---|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input checked="" type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | |
| | <input checked="" type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing

- New Notice OR Amendment

Date of First Sale in this Offering: OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> Equity | <input checked="" type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe) |
-

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 100,000

Item 12. Sales Compensation

Recipient: Credit Suisse Securities (USA) LLC, Recipient CRD Number: 816, (Associated) Broker or Dealer: None, Street Address 1: 11 Madison Avenue, City: New York, State/Province/Country: New York, ZIP/Postal Code: 10010-3629, States of Solicitation: All States

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 500,000,000 OR Indefinite; (b) Total Amount Sold \$ 311,675,000; (c) Total Remaining to be Sold \$ 188,325,000 OR Indefinite

Clarification of Response (if Necessary): The General Partner reserves the right to offer a greater amount of limited partner interests; total offering amount, total amount sold and total remaining to be sold aggregated together with Beecken Petty O'Keefe Fund III, L.P.

Item 14. Investors

Check this box [] if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: 0; Enter the total number of investors who already have invested in the offering: 4

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 228,692 [X] Estimate; Finders' Fees \$ 0 [X] Estimate

Clarification of Response (if Necessary): Current aggregate amount of fees paid by the Issuer together with Beecken Petty O'Keefe Fund III, L.P.

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 60,000,000

Estimate

Clarification of Response (if Necessary)

Estimated aggregate amount for the first six years; thereafter the Issuer shall continue to pay management fees.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

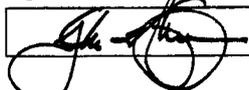
Issuer(s)

Beecken Petty O'Keefe Fund III-A, L.P.

Name of Signer

John W. Kneen

Signature



Title

Chief Financial Officer of Beecken Petty O'Keefe & Company, LLC, the General Partner of the General Partner of the Issuer.

Number of continuation pages attached:

5

Date

March 12, 2009

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Beecken Petty O'Keefe & Company, LLC		
Street Address 1	Street Address 2	
131 South Dearborn Street	Suite 2800	
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60603
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		
Clarification of Response (if Necessary) General Partner of the General Partner of the Issuer		

Last Name	First Name	Middle Name
Beecken	David	K.
Street Address 1	Street Address 2	
131 South Dearborn Street	Suite 2800	
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60603
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Petty, Jr.	William	G.
Street Address 1	Street Address 2	
131 South Dearborn Street	Suite 2800	
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60603
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
O'Keefe	Kenneth	W.
Street Address 1	Street Address 2	
131 South Dearborn Street	Suite 2800	
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60603
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Cooney	David	J.
Street Address 1	Street Address 2	
131 South Dearborn Street	Suite 2800	
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60603
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Kneen	John	W.
Street Address 1	Street Address 2	
131 South Dearborn Street	Suite 2800	
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60603
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Moerschel	Gregory	A.
Street Address 1	Street Address 2	
131 South Dearborn Street	Suite 2800	
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60603
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Schlesinger	Thomas	A.
Street Address 1	Street Address 2	
131 South Dearborn Street	Suite 2800	
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60603
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Sheehan First Name: Timothy Middle Name: D.

Street Address 1: 131 South Dearborn Street Street Address 2: Suite 2800

City: Chicago State/Province/Country: Illinois ZIP/Postal Code: 60603

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: First Name: Middle Name:

Street Address 1: Street Address 2:

City: State/Province/Country: ZIP/Postal Code:

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: First Name: Middle Name:

Street Address 1: Street Address 2:

City: State/Province/Country: ZIP/Postal Code:

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: First Name: Middle Name:

Street Address 1: Street Address 2:

City: State/Province/Country: ZIP/Postal Code:

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Marwood Group LLC

(Associated) Broker or Dealer None

Street Address 1

733 Third Avenue

City

New York

Recipient CRD Number

117015

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 2

11th Floor

State/Province/Country

New York

ZIP/Postal Code

10017

States of Solicitation All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

Recipient

Oppenheimer & Co. Inc.

(Associated) Broker or Dealer None

Street Address 1

125 Broad Street

City

New York

Recipient CRD Number

249

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 2

16th Floor

State/Province/Country

New York

ZIP/Postal Code

10004

States of Solicitation All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Stifel, Nicolaus & Company, Incorporated

(Associated) Broker or Dealer None

Street Address 1

501 North Broadway

City

St. Louis

State/Province/Country

Missouri

ZIP/Postal Code

63102

Recipient CRD Number

793

(Associated) Broker or Dealer CRD Number

Street Address 2

No CRD Number

No CRD Number

States of Solicitation All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

Recipient

(Associated) Broker or Dealer None

Street Address 1

City

State/Province/Country

ZIP/Postal Code

Recipient CRD Number

(Associated) Broker or Dealer CRD Number

Street Address 2

No CRD Number

No CRD Number

States of Solicitation All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

(Copy and use additional copies of this page as necessary.)