

SPECTRX INC
Form SC 13G/A
February 13, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

SCHEDULE 13G

Amendment No. 1

Under the Securities Exchange Act of 1934

SPECTRX, INC.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of class of Securities)

847635109

(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior coverage page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of this section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons
(entities only)

C. G. Grefenstette as Trustee

2. Check the Appropriate Box if Member of a Group (a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

Number of 5. Sole Voting Power

Shares

Beneficially

Owned by 6. Shared Voting Power

Each 978,775 (See Item (4)(a))

Reporting

Person 7. Sole Dispositive Power

With

8. Shared Dispositive Power

978,775 (See Item (4)(a))

9. Aggregate Amount Beneficially Owned by Each Reporting Person

978,775

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

8.64%

12. Type of Reporting Person

IN

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons

(entities only)

L. M. Wagner as Trustee

2. Check the Appropriate Box if Member of a Group (a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

Number of 5. Sole Voting Power

Shares

Beneficially

Owned by 6. Shared Voting Power

Each 392,132 (See Item (4)(a))

Reporting

Person 7. Sole Dispositive Power

With

8. Shared Dispositive Power

392,132 (See Item (4)(a))

9. Aggregate Amount Beneficially Owned by Each Reporting Person

392,132

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

3.46%

12. Type of Reporting Person

IN

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons

(entities only)

C. G. Grefenstette and L. M. Wagner, Trustees U/A/T dated 12/30/76

for the Children of Juliet Lea Hillman Simonds I.D. #25-6193084

2. Check the Appropriate Box if Member of a Group (a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Pennsylvania

Number of 5. Sole Voting Power

Shares 98,033

Beneficially

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Owned by 6. Shared Voting Power
Each
Reporting
Person 7. Sole Dispositive Power
With 98,033

 8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person
98,033

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)
.87%

12. Type of Reporting Person
OO

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons
(entities only)

C. G. Grefenstette and L. M. Wagner, Trustees U/A/T dated 12/30/76
for the Children of Audrey Hillman Fisher I.D. #25-6193085

2. Check the Appropriate Box if Member of a Group (a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Pennsylvania

Number of 5. Sole Voting Power

Shares 98,033

Beneficially

Owned by 6. Shared Voting Power

Each

Reporting

Person 7. Sole Dispositive Power

With 98,033

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person

98,033

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

.87%

12. Type of Reporting Person

OO

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons

(entities only)

C. G. Grefenstette and L. M. Wagner, Trustees U/A/T dated 12/30/76

for the Children of Henry Lea Hillman, Jr. I.D.. #25-6193086

2. Check the Appropriate Box if Member of a Group (a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Pennsylvania

Number of 5. Sole Voting Power

Shares 98,033

Beneficially

Owned by 6. Shared Voting Power

Each

Reporting

Person 7. Sole Dispositive Power

With 98,033

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person

98,033

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

.87%

12. Type of Reporting Person

OO

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons

(entities only)

C. G. Grefenstette and L. M. Wagner, Trustees U/A/T dated 12/30/76

for the Children of William Talbott Hillman I.D. #25-6193087

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Pennsylvania

Number of 5. Sole Voting Power

Shares 98,033

Beneficially

Owned by 6. Shared Voting Power

Each

Reporting

Person 7. Sole Dispositive Power

With 98,033

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person

98,033

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

.87%

12. Type of Reporting Person

OO

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons

(entities only)

Henry L. Hillman as Trustee

2. Check the Appropriate Box if Member of a Group (a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

Number of 5. Sole Voting Power

Shares

Beneficially

Owned by 6. Shared Voting Power

Each 586,643 (See Item (4)(a))

Reporting

Person 7. Sole Dispositive Power

With

8. Shared Dispositive Power

586,643 (See Item (4)(a))

9. Aggregate Amount Beneficially Owned by Each Reporting Person

586,643

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

5.18%

12. Type of Reporting Person

IN

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons

(entities only)

Elsie Hilliard Hillman as Trustee

2. Check the Appropriate Box if Member of a Group (a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

Number of 5. Sole Voting Power

Shares

Beneficially

Owned by 6. Shared Voting Power

Each 586,643 (See Item (4)(a))

Reporting

Person 7. Sole Dispositive Power

With

8. Shared Dispositive Power

586,643 (See Item (4)(a))

9. Aggregate Amount Beneficially Owned by Each Reporting Person

586,643

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

5.18%

12. Type of Reporting Person

IN

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons

(entities only)

Henry L. Hillman, Elsie Hilliard Hillman and C. G Grefenstette

Trustees of the Henry L. Hillman Trust U/A Dated November 18, 1985

I.D. # 18-2145466

2. Check the Appropriate Box if Member of a Group (a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Pennsylvania

Number of 5. Sole Voting Power

Shares 494,101

Beneficially

Owned by 6. Shared Voting Power

Each 92,542 (See Item (4)(a))

Reporting

Person 7. Sole Dispositive Power

With 494,101

8. Shared Dispositive Power

92,542 (See Item (4)(a))

9. Aggregate Amount Beneficially Owned by Each Reporting Person

586,643

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

5.18%

12. Type of Reporting Person

OO

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons

(entities only)

The Hillman Company

I.D. # 25-1011286

2. Check the Appropriate Box if Member of a Group (a) [X]

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

Pennsylvania

Number of 5. Sole Voting Power

Shares

Beneficially

Owned by 6. Shared Voting Power

Each 92,542 (See Item (4)(a))

Reporting

Person 7. Sole Dispositive Power

With

8. Shared Dispositive Power

92,542 (See Item (4)(a))

9. Aggregate Amount Beneficially Owned by Each Reporting Person

92,542

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

.82%

12. Type of Reporting Person

CO

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons

(entities only)

Wilmington Investments, Inc.

I.D. # 51-0034468

2. Check the Appropriate Box if Member of a Group (a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power

Shares

Beneficially

Owned by 6. Shared Voting Power

Each 92,542 (See Item (4)(a))

Reporting

Person 7. Sole Dispositive Power

With

8. Shared Dispositive Power

92,542 (See Item (4)(a))

9. Aggregate Amount Beneficially Owned by Each Reporting Person

92,542

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

.82%

12. Type of Reporting Person

CO

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons

(entities only)

Wilmington Equities, Inc.

I.D. # 51-0411204

2. Check the Appropriate Box if Member of a Group (a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power

Shares

Beneficially

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Owned by 6. Shared Voting Power
Each 92,542 (See Item (4)(a))

Reporting

Person 7. Sole Dispositive Power

With

8. Shared Dispositive Power
92,542 (See Item (4)(a))

9. Aggregate Amount Beneficially Owned by Each Reporting Person

92,542

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

.82%

12. Type of Reporting Person

CO

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons

(entities only)

Wilmington Securities, Inc.

I.D. # 51-0114700

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power

Shares 9,905

Beneficially

Owned by 6. Shared Voting Power

Each

Reporting

Person 7. Sole Dispositive Power

With 9,905

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person

9,905

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

.09%

12. Type of Reporting Person

CO

CUSIP NO. 847635109

1. Name of Reporting Persons IRS Identification No. of above Persons

(entities only)

Wilmington Interstate Corporation

I.D. # 51-0313966

2. Check the Appropriate Box if Member of a Group (a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power

Shares 82,637

Beneficially

Owned by 6. Shared Voting Power

Each

Reporting

Person 7. Sole Dispositive Power

With 82,637

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person

82,637

10. Check Box if the Aggregate Amount in Row (ii) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (11)

.73%

12. Type of Reporting Person

CO

Item 1(a) Name of Issuer

Spectrx, Inc.

Item 1(b) Address of Issuer's Principal Executive Office:

6025A Unity Drive

Norcross, GA 30071

Item 2(a) Name of Person Filing:

- (i) Wilmington Interstate Corporation, a wholly-owned subsidiary of
Wilmington Equities, Inc.

- (ii) Wilmington Securities, Inc., a wholly-owned subsidiary of
Wilmington Equities, Inc.

- (iii) Wilmington Equities, Inc., a wholly-owned subsidiary of
Wilmington Investments, Inc.

- (iv) Wilmington Investments, Inc, a wholly-owned subsidiary of
The Hillman Company.

- (v) The Hillman Company, a corporation controlled by the HLH
Trust.

- (vi) Henry L. Hillman, Elsie Hilliard Hillman and C. G. Grefenstette
Trustees of the Henry L. Hillman Trust U/A dated November 18,
1985 (the "HLH Trust").

- (vii) C. G. Grefenstette and L. M. Wagner, Trustees U/A/T dated 12/30/76
for the Children of Juliet Lea Hillman Simonds (the "1976 JLHS Trust).

- (viii) C. G. Grefenstette and L. M. Wagner, Trustees U/A/T dated 12/30/76
for the Children of Audrey Hillman Fisher (the "1976 AHF Trust).

- (ix) C. G. Grefenstette and L. M. Wagner, Trustees U/A/T dated 12/30/76

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for the Children of Henry Lea Hillman, Jr. (the "1976 HLH, Jr. Trust).

(x) C. G. Grefenstette and L. M. Wagner, Trustees U/A/T dated 12/30/76

for the Children of William Talbott Hillman (the "1976 WTH Trust).

(xi) Elsie Hilliard Hillman

(xii) Henry L. Hillman

(xiii) L. M. Wagner

(xiv) C. G. Grefenstette

Item 2(b) Address of the principal Business Office:

Wilmington Interstate Corporation, Wilmington Securities, Inc.

Wilmington Equities, Inc. and Wilmington Investments, Inc.

824 Market Street, Suite 900

Wilmington, DE 19801

The Hillman Company

1900 Grant Building

Pittsburgh, PA 15219

The 1976 JLHS Trust, the 1976 AHF Trust, the 1976 HLHJR Trust

The 1976 WTH Trust and the HLH Trust

1900 Grant Building

Pittsburgh, PA 15219

Elsie Hilliard Hillman, Henry L. Hillman, L. M. Wagner and

C. G. Grefenstette

2000 Grant Building

Pittsburgh, Pennsylvania 15219

Item 2(c) Citizenship:

Wilmington Interstate Corporation, Wilmington Securities, Inc,
Wilmington Equities, Inc. and Wilmington Investments, Inc.
are Delaware corporations.

The Hillman Company is a Pennsylvania corporation.

The 1976 JLHS Trust, the 1976 AHF Trust, the 1976 HLHJR Trust
the 1976 WTH Trust and the HLH Trust are Pennsylvania trusts.

Elsie Hilliard Hillman, Henry L. Hillman, L. M. Wagner and
C. G. Grefenstette are U.S. citizens.

Item 2(d) Title of Class of Securities:

Common Stock, \$.001 Par Value

Item 2(e) CUSIP Number

847635109

Item 3 Not Applicable

Item 4 Ownership:

82,637 shares of Common stock are owned of record and beneficially by Wilmington Interstate Corporation, a wholly-owned subsidiary of Wilmington Equities, Inc. Wilmington Equities, Inc. is a wholly-owned subsidiary of Wilmington Investments, Inc. Wilmington Investments, Inc. is a wholly-owned subsidiary of The Hillman Company, which is controlled by the HLH Trust.

9,905 shares of Common stock are owned of record and beneficially by Wilmington Securities, Inc., a wholly-owned subsidiary of Wilmington Equities, Inc. Wilmington Equities, Inc. is a wholly-owned subsidiary of Wilmington Investments, Inc. Wilmington Investments, Inc. is a wholly-owned subsidiary of The Hillman Company, which is controlled by the HLH Trust.

494,101 shares of Common Stock are owned of record and beneficially by Henry L. Hillman, Elsie Hilliard Hillman and C. G. Grefenstette, Trustees of the Henry L. Hillman Trust U/A dated November 18, 1985 a Pennsylvania revocable trust. C. G. Grefenstette shares power to

vote or to direct the vote and shares power to dispose or to direct the disposition of the shares of stock owned by the 1976 Trusts, the HLH Trust, Wilmington Interstate Corporation and Wilmington Securities, Inc. Henry L. Hillman shares power to vote or to direct the vote and shares power to dispose or direct the disposition of the shares of stock owned by the HLH Trust, Wilmington Interstate Corporation and Wilmington Securities, Inc.. Elsie Hilliard Hillman shares power to vote or to direct the vote and shares power to dispose or to direct the disposition of the shares of stock owned by the HLH Trust, Wilmington Interstate Corporation and Wilmington Securities, Inc.

98,033 shares of Common stock are owned of record beneficially by C. G. Grefenstette and L. M. Wagner, Trustees U/A/T dated December 30, 1976 for the Children of Juliet Lea Hillman Simonds (together with the three trusts of even date named below, the "1976 Trusts"), a Pennsylvania irrevocable trust. C. G. Grefenstette shares power to vote or to direct the vote and shares power to dispose or to direct the disposition of the shares of stock owned by the 1976 Trusts the HLH Trust, Wilmington Interstate Corporation and Wilmington Securities, Inc.

98033 shares of Common stock are owned of record beneficially by C. G. Grefenstette and L. M. Wagner, Trustees U/A/T dated December 30, 1976 for the Children of Audrey Hillman Fisher (together with the three trusts of even date named, the "1976 Trusts"), a Pennsylvania irrevocable trust. C. G. Grefenstette shares

power to vote or to direct the vote and shares power to dispose or to direct the disposition of the shares of stock owned by the 1976 Trusts the HLH Trust, Wilmington Interstate Corporation and Wilmington Securities, Inc.

98,033 shares of Common stock are owned of record beneficially by C. G. Grefenstette and L. M. Wagner, Trustees U/A/T dated December 30, 1976 for the Children of Henry Lea Hillman, Jr. (together with the three trusts of even date named, the "1976 Trusts"), a Pennsylvania irrevocable trust. C. G. Grefenstette shares power to vote or to direct the vote and shares power to dispose or to direct the disposition of the shares of stock owned by the 1976 Trusts, the HLH Trust, Wilmington Interstate Corporation and Wilmington Securities, Inc.

98,033 shares of Common stock are owned of record beneficially by C. G. Grefenstette and L. M. Wagner, Trustees U/A/T dated December 30, 1976 for the Children of William Talbott Hillman (together with the three trusts of even date named below, the "1976 Trusts"), a Pennsylvania irrevocable trust. C. G. Grefenstette shares power to vote or to direct the vote and shares power to dispose or to direct the disposition of the shares of stock owned by the 1976 Trusts, the HLH Trust, Wilmington Interstate Corporation and Wilmington Securities, Inc.

(b) Percent of Class

8.64%

(c) Number of Shares as to which such person has:

(i) sole power to vote or direct the vote

(ii) shared power to vote or to direct the vote

978,775 (See Item (4)(a))

(iii) sole power to dispose or to direct the disposition of

(iv) shared power to dispose or to direct the disposition of

978,775 (See Item (4)(a))

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired

The Security being Reported on by the Parent Holding Company

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(Intentionally Left Blank)

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify

That the information set forth in this statement is true, complete and correct.

WILMINGTON INTERSTATE CORPORATION

By: /s/ Andrew H. McQuarri

Andrew H. McQuarrie

President

WILMINGTON SECURITIES, INC.

By: /s/ Andrew H. McQuarri

Andrew H. McQuarrie

President

WILMINGTON EQUITIES, INC.

By: /s/ Andrew H. McQuarri

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Andrew H. McQuarrie

President

WILMINGTON INVESTMENTS, INC.

By: /s/ Andrew H. McQuarrie

Andrew H. McQuarrie

Vice President

THE HILLMAN COMPANY

By: /s/ Lawrence M. Wagner

Lawrence M. Wagner

President

HENRY L. HILLMAN, ELSIE HILLIARD HILLMAN

AND C. G. GREFENSTETTE, TRUSTEES OF THE

HENRY L. HILLMAN TRUST U/A DATED

NOVEMBER 18, 1985

/s/ C. G. Grefenstette

C. G. Grefenstette, Trustee

C. G. GREFENSTETTE AND L. M. WAGNER, TRUSTEES
U/A/T DATED DECEMBER 30, 1976 FOR THE CHILDREN
OF JULIET LEA HILLMAN SIMONDS

/s/ C. G. Grefenstette

C. G. Grefenstette, Trustee

/s/ L. M. Wagner

L. M. Wagner, Trustee

C. G. GREFENSTETTE AND L. M. WAGNER, TRUSTEES
U/A/T DATED DECEMBER 30, 1976 FOR THE CHILDREN
OF AUDREY HILLMAN FISHER

/s/ C. G. Grefenstette

C. G. Grefenstette, Trustee

/s/ L. M. Wagner

L. M. Wagner, Trustee

C. G. GREFENSTETTE AND L. M. WAGNER, TRUSTEES
U/A/T DATED DECEMBER 30, 1976 FOR THE CHILDREN
OF HENRY LEA HILLMAN, JR.

/s/ C. G. Grefenstette

C. G. Grefenstette, Trustee

/s/ L. M. Wagner

L. M. Wagner, Trustee

C. G. GREFENSTETTE AND L. M. WAGNER, TRUSTEES
U/A/T DATED DECEMBER 30, 1976 FOR THE CHILDREN
OF WILLIAM TALBOTT HILLMAN

/s/ C. G. Grefenstette

C. G. Grefenstette, Trustee

/s/ L. M. Wagner

L. M. Wagner, Trustee

C. G. Grefenstette

L. M. Wagner

Henry L. Hillman

Elsie Hilliard Hillman

February 13, 2004

Dated