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CAPITAL PROPERTIES INC /RI/
Form 10QSB/A
August 12, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-QSB/A
(Amendment No. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2003

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 0-9380

CAPITAL PROPERTIES, INC.
(Name of small business registrant in its charter)

Rhode Island 05-0386287
(State or other jurisdiction of (IRS Employer
incorporation or organization) Identification No.)

100 Dexter Road
East Providence, Rhode Island 02914
(Address of principal executive offices) (Zip Code)

(401) 435-7171
(Registrant's telephone number, including area code)

Check whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

State the number of shares outstanding of each of the Issuer's classes of common equity, as of the latest practicable date:

As of July 31, 2003, the Issuer had 3,000,000 shares of Class A Common Stock and 299,956 shares of Class B Common Stock outstanding.

Transitional Small Business Disclosure Format (Check one): Yes No

INTRODUCTORY NOTE

We filed our original Quarterly Report on Form 10-QSB for the quarter ended June 30, 2003 with the Securities and Exchange Commission on August 4, 2003. This Amendment No. 1 to the Quarterly Report on Form 10-QSB/A is being filed for the purposes of filing Exhibit 10(b)(i). The remainder of the Form 10-QSB, as previously filed, is unchanged.

PART II

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Item 6. Exhibits and Reports on Form 8-K

(a) Index of Exhibits:

3.1 Amended Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Issuer's report on Form 8-K filed December 10, 2001).

3.2 By-laws, as amended (incorporated by reference to Exhibit 3(b) to the Issuer's quarterly report on Form 10-QSB for the quarter ended September 30, 1999).

10 Material contracts:

(a) leases between Metropark, Ltd. and registrant:

(i) Dated December 12, 2001 (incorporated by reference to Exhibit 10(a)(i) to the Issuer's annual report on Form 10-KSB for the year ended December 31, 2001).

(ii) Dated December 12, 2001 (incorporated by reference to Exhibit 10(a)(ii) to the Issuer's annual report on Form 10-KSB for the year ended December 31, 2001).

(iii) Dated December 12, 2001 (incorporated by reference to Exhibit 10(a)(iii) to the Issuer's annual report on Form 10-KSB for the year ended December 31, 2001).

(iv) Dated December 12, 2001 (incorporated by reference to Exhibit 10(a)(iv) to the Issuer's annual report on Form 10-KSB for the Year ended December 31, 2001).

(v) Dated December 12, 2001 (incorporated by reference to Exhibit 10(a)(v) to the Issuer's annual report on Form 10-KSB for the year ended December 31, 2001).

(b) Miscellaneous contracts:

(i)* Option Agreement to Purchase Real Property And Related Assets, dated June 9, 2003, by and between Dunellen, LLC and Global Companies, LLC.

99.1*Rule 13a-14(a) Certification of President and Principal Executive Officer

99.2*Rule 13a-14(a) Certification of Treasurer and Principal Financial Officer

* Filed herewith

(b) For the quarter ended June 30, 2003, no reports on Form 8-K were filed.

SIGNATURE

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In accordance with the requirements of the Exchange Act, the Issuer caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CAPITAL PROPERTIES, INC.

By /s/ Ronald P. Chrzanowski

Ronald P. Chrzanowski
President and Principal Executive Officer

By /s/ Barbara J. Dreyer

Barbara J. Dreyer
Treasurer and Principal Financial Officer

DATED: August 12, 2003