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FORM 4

OMB Approval

U.S. SECURITIES AND EXCHANGE COMMISSION

[ ] Check this box if no longer  
subject to Section 16. Form  
4 or Form 5 obligations may  
continue. See Instruction 1(b).

WASHINGTON, D.C. 20549

OMB Number 3235-0287

Expires: Sep. 30, 1998

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
hours per response...0.5

Estimated average burden

Filed pursuant to Section 16(a) of the Securities and Exchange Act of 1934, Section 17(a) of the Public Utility  
Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person | 2. Issuer Name and Ticker or Trading Symbol | 6. Relationship of Reporting Person  
Grum, Allen F. | Rand Capital Corporation - RAND | to Issuer (Check all applicable) |  Director  10% Owner  
|  Officer (give title below)  
(Last) (First) (Middle) | 3. IRS or Social | 4. Statement for |  Other (specify below)  
Security Number | Month/Year |  President  
2200 Rand Building | of Reporting | January 2000 |  
(Street) | Person (Voluntary) | 7. Individual or Joint/Group Filing  
| 5. If Amendment, | (Check Applicable Line)  
| Date of Original |  Form filed by One Reporting Person  
Buffalo, NY 14203 | (Month/Year) |  Form filed by more than one  
Reporting Person

(City) (State) (Zip) | Table I - Non Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired(A) or Disposed of (D) (Instr. 3, 4, and 5) Owned at End of Month (D) or Beneficial Owner- ship (Instr. 4)	5. Amount of (A) Price (Instr. 3 and 4) (I) (Instr.4)	6. Owner- ship (Instr. 4)	7. Nature of Ownership (Direct or Indirect)		
Common Stock	1/21/00	P		10,000	A	\$1.33	14,400	D
				46,728		IRA		

Reminder: Report on a separate line for each class of securities beneficially owned, directly or indirectly. (over)

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FORM 4 (CONTINUED) TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security | 2. Conversion | 3. Transaction | 4. Transaction | 5. Number of | 6. Date Exer- | 7. Title and Amount  
(Instr. 3) | or Exercise | Date | Code | Derivative | cisable and | of Underlying  
| Price of | (Instr. 8) | Securities | Expiration Date | Securities  
| Derivative | (Month/Day/ | Acquired (A) | (Month/Day/Year) | (Instr. 3 and 4)



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