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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: September 30, 1998

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Estimated average burden hours per response.....0.5

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(s) to Issuer (Check all applicable)
Newman II Reginald B. | Rand Capital Corp. - RAND | Director 10% Owner
(Last) (First) (Middle) | 3. IRS or Social Security Number | 4. Statement for Person (Voluntary) | _____ Officer (give title below)
2440 Sheridan Drive | of Reporting | _____ Other (specify below)
(Street) | | 5. If Amendment, (Check Applicable Line)
Tonawanda NY 14150 | | Date of Original Form filed by One Reporting Person
| | (Month/Year) | ___ Form filed by more than one
| | 10/99 | 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)	5. Amount of Securities (Instr. 3 and 4)	6. Owner-ship (D) or Beneficially Owned at End (Instr. 4)	7. Nature of Form: Indirect or Direct (Instr. 4)
Common Stock	10/7/99	P	4000	A	\$0.969	824,679 D
Common Stock	10/8/99	P	5000	A	\$0.937	829,679 D
Common Stock	10/13/99	P	3500	A	\$0.937	833,179 D
Common Stock	10/19/99	P	2000	A	\$0.937	835,179 D
Common Stock	10/19/99	P	5000	A	\$0.906	840,179 D
Common Stock	10/21/99	P	3000	A	\$0.937	843,179 D

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 (Instr. 3) | 2. Conversion or Exercise Date | 3. Transaction Code | 4. Transaction Derivative Acquired (A) or Disposed of (D) | 5. Number of Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4)

Code	V	(A)	(D)	(Instr. 3, Date Expir- Amount or	4, and 5) Exer- ation Title Number of	Date	Shares
				cisable			

8.Price of	9.Number of	10.Ownership	11.Nature of
Derivative	Derivative	Form of	Indirect
Security	Securities	Derivative	Beneficial
(Instr. 5)	Beneficially	Security;	Ownership
Owned at End	Direct (D) or	(Instr. 4)	
of Month	Indirect (I)		
(Instr. 4)	(Instr. 4)		

Explanation of Responses:

/s/ Daniel P. Penberthy	2/15/00

*Signature of Reporting Person	Date

* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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 Number.

