

PUBLIC CO MANAGEMENT CORP
 Form 4/A
 March 30, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROCK STEPHEN

2. Issuer Name and Ticker or Trading Symbol
PUBLIC CO MANAGEMENT CORP [PUBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5770 EL CAMINO RD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO, President, Treasurer, Sec

LAS VEGAS, NV 89118
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/04/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (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 Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| COMMON STOCK | 10/01/2004 | | A | | 15,326,650 | A | \$ 0.05 (1) | Owned through Brock Family Trust (2) |
| COMMON STOCK | 12/22/2004 | | A | | 500,000 | A | \$ 0.15 (3) | |
| COMMON STOCK | 02/01/2005 | | S | | 6,500 | D | \$ 0.87 | |
| | 02/01/2005 | | S | | 3,500 | D | 994,000 (3) | |

COMMON STOCK \$ 0.88

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

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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 Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROCK STEPHEN 5770 EL CAMINO RD. LAS VEGAS, NV 89118 | X | X | CEO, President, Treasurer, Sec | |

Signatures

STEPHEN BROCK 03/30/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were acquired by Mr. Brock in connection with an Exchange Agreement ("Agreement") with GoPublicToday.com, a Nevada corporation ("GPT"), Pubco White Papers, Inc., a Nevada corporation ("PWP"), Nevada Fund, a Nevada corporation ("NF"), Public Company Management Services, Inc., a Nevada corporation ("PCMS"), the Registrant and the majority shareholders of GPT, PWP, NF and PCMS, Brock Family Trust, and Stephen Brock. Pursuant to the Agreement, the Registrant acquired 5,000,000 shares of common stock (or approximately 92.1%) of GPT, 5,000,000 shares of common stock (or 100%) of PWP, 5,000,000 shares of common

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stock (or approximately 98.0%) of NF, and 5,000,000 shares of common stock (or 100%) of PCMS in exchange for an aggregate of 15,326,650 newly issued treasury shares of the Registrant's common stock which are beneficially owned by Mr. Brock.

- (2) Mr. Brock indirectly beneficially owns 15,326,650 shares of the Registrant in his capacity as trustee of the Stephen M J Brock & Kathryn S Brock Gen Partners Brock Family Limited Partnership Dated 6/24/1998 ("Brock Family Trust").

- (3) This number has been revised since the prior Form 4 filed by Mr. Brock on February 4, 2005, to include an additional 185,000 shares of the Registrant's common stock, which were beneficially owned by Mr. Brock in a brokerage account prior to December 22, 2004, as well as to list the amounts of shares which Mr. Brock owns directly and indirectly separately.

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

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