

NELSON RICHARD A  
Form SC 13G/A  
February 14, 2003

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

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**QUALSTAR CORPORATION**

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(Name of Issuer)

**COMMON STOCK, no par value**

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(Title of Class of Securities)

**74758R 10 9**

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(CUSIP Number)

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

- |                                  |               |
|----------------------------------|---------------|
| <input type="radio"/>            | Rule 13d-1(b) |
| <input type="radio"/>            | Rule 13d-1(c) |
| <input checked="" type="radio"/> | Rule 13d-1(d) |

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 that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 74758R 10 9

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1 NAME OF REPORTING PERSONS/  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Richard A. Nelson

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

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5 SOLE VOTING POWER

2,047,750

NUMBER OF

SHARES

6 SHARED VOTING POWER

REPORTING

0

BENEFICIALLY

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH

2,047,750

PERSON

WITH

8 SHARED DISPOSITIVE POWER

0

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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2,047,750

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**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions)

0

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**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.1% (based on shares outstanding on December 31, 2002)

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**12** TYPE OF REPORTING PERSON (See Instructions)

IN

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**Item 1.**

- (a) Name of Issuer: Qualstar Corporation
- (b) Address of Issuer's Principal Executive Offices:  
3990-B Heritage Oak Court  
Simi Valley, California 93063

**Item 2.**

- (a) Name of Person Filing: Richard A. Nelson
- (b) Address of Principal Business Office:  
3990-B Heritage Oak Court  
Simi Valley, California 93063
- (c) Citizenship: United States of America.
- (d) Title of Class of Securities: Common Stock, no par value
- (e) CUSIP Number: 74758R 10 9

**Item 3.**

If this statement is filed pursuant Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act;
- (d)  Investment Company registered under Section 8 of the Investment Company Act;
- (e)  Investment Advisor registered under Section 203 of the Investment Advisors Act of 1940;
- (f)  Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)
- (g)  Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G) (Note, See Item 7);
- (h)  Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

If this statement is filed pursuant to 13d-1(c), check this box.

**Item 4. Ownership.**

- (a) Amount beneficially owned: 2,047,750 shares of Common Stock
- (b) Percent of Class: 16.1% (based on shares outstanding on December 31, 2002)
- (c) Number of shares as to such person has:
- |       |  |           |
|-------|--|-----------|
| (i)   | sole power to vote or to direct the vote of :  | 2,047,750 |
| (ii)  | shared power to vote or to direct the vote of: | 0         |
| (iii) |  | 2,047,750 |

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sole power to dispose or to direct the  
disposition of:

(iv)

shared power to dispose or to direct the  
disposition of:

0

**Item 5. Ownership of 5% or Less of Class.**

If this statement is being filed to report the fact that as of the date hereof the reported person has ceased to be the beneficial owner of more than 5% of the class of securities, check the following:

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**Item 6. Ownership of More Than 5% 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.**

Not applicable.

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**SIGNATURE**

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.

Date: February 12, 2003

/s/ RICHARD A. NELSON

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Name: Richard A. Nelson

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