

VON MUEFFLING WILLIAM A
Form SC 13G/A
February 05, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

(Amendment No. 1)

IntegraMed America, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

45810N302

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 45810N302

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NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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William A. von Mueffling

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|---------------------|---|--------------------------|
| | 5 | SOLE VOTING POWER |
| | | 172,000 |
| NUMBER OF SHARES | 6 | SHARED VOTING POWER |
| BENEFICIALLY | | 0 |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | 172,000 |
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| PERSON | | 0 |
| WITH | | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 172,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
 N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 4.98%

12 TYPE OF REPORTING PERSON*
 IN

*SEE INSTRUCTION BEFORE FILLING OUT!

This Amendment No. 1 to Schedule 13G is being filed with respect to the Common Stock, par value \$0.01 per share ("Common Stock"), of IntegraMed America, Inc., a Delaware corporation (the "Company"), to amend the Schedule 13G filed on May 31, 2002 (the "Schedule 13G") and to report beneficial ownership of less than 5% of the total outstanding Common Stock. Capitalized terms used but not defined herein have the meaning ascribed thereto in the Schedule 13G.

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Item 1(b): Address of Issuer's Principal Executive Offices:

Item 1(b) of the Schedule 13G is hereby amended and restated as follows:

The Company's principal executive office is located at Two Manhattanville Road, Purchase, New York 10577.

Item 4: Ownership:

Item 4 of the Schedule 13G is hereby amended and restated as follows:

The following information is provided with respect to the Shares owned by Mr. von Mueffling:

- (a) Amount beneficially owned: 172,000
- (b) Percent of class: 4.98% The percentages used herein and in the rest of this Schedule 13G are calculated based upon the 3,454,697 shares of Common Stock issued and outstanding as of November 3, 2003, as reflected in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 172,000
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: 172,000
 - (iv) Shared power to dispose or direct the disposition: -0-

Item 5: Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

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Item 10: Certification:

The Reporting Person hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

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DATED: February 5, 2004

/s/ William A. von Mueffling

William A. von Mueffling

[SIGNATURE PAGE TO AMENDMENT NO. 1 TO SCHEDULE 13G
WITH RESPECT TO INTEGRATED AMERICA, INC.]