

ADVANCED MARKETING SERVICES INC
Form SC 13G
February 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G

Under the Securities Exchange Act of 1934*

ADVANCED MARKETING SERVICES, INC.
(Name of Issuer)
Common Stock, Par Value \$0.001 Per Share
(Title of Class of Securities)
00753T 10 5
(CUSIP Number)

(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)
?X Rule 13d-1(d)

CUSIP No. 00753T 10 5
13G

1.
NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Charles Carpenter Tillinghast, III, as Trustee of Tillinghast
Family Trust
UTD April 7, 1988

2.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ?
Not applicable. (b) ?

3.
SEC USE ONLY

4.
CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH

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REPORTING
PERSON
WITH

5.
SOLE VOTING POWER

2,088,588(1)

6.
SHARED VOTING POWER
-0-

7.
SOLE DISPOSITIVE POWER
2,088,588(1)

8.
SHARED DISPOSITIVE POWER
-0-

9.
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,088,588(1)

10.
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

Not applicable.

11.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.9%

12.
TYPE OF REPORTING PERSON

Individual (as Trustee)

ITEM 1(a) NAME OF ISSUER: Advanced Marketing Services, Inc.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
5880 Oberlin Drive, Suite 400
San Diego, CA 92121-9653

ITEM 2(a) NAME OF PERSON FILING:
Charles Carpenter Tillinghast, III,
individually and as Trustee

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,
RESIDENCE:
5880 Oberlin Drive, Suite 400
San Diego, CA 92121-9653

ITEM 2(c) CITIZENSHIP: U.S.A.

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ITEM 2(d) TITLE OF CLASS OF SECURITIES: Common Stock

ITEM 2(e) CUSIP NUMBER: 00753T 10 5

ITEM 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable.

ITEM 4 OWNERSHIP:

(a) Amount Beneficially Owned: 2,088,588(1)
(b) Percent of Class: 10.9%
(c) Number of shares as to which reporting person has:
i. sole power to vote or to direct the vote: 2,088,588(1)
ii. shared power to vote or to direct the vote: 0
iii. sole power to dispose or to direct the disposition
of: 2,088,588(1)
iv. shared power to dispose or to direct the disposition
of: 0

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT 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.

(1)Includes 75,000 shares held by the Charles and Cynthia Tillinghast Charitable Remainder Unit Trust as to which Mr. & Mrs. Tillinghast disclaim beneficial ownership.

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 14, 2005

* 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 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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IR1:482187.2