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SPIRE CORP
Form SC 13D/A
November 20, 2007

CUSIP No. 848565107

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

SCHEDULE 13D

(AMENDMENT NO. 3)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Spire Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

848565107

(CUSIP Number)

Joseph P. Bartlett, Esq.
Greenberg Glusker Fields Claman & Machtinger LLP
1900 Avenue of the Stars, Suite 2100
Los Angeles, CA 90067
(310) 201-7481

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

November 12, 2007

(Date of Event which Requires Filing of this Statement)

If the reporting person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7(b) for other parties to whom copies are to be sent.

* 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 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).

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1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

David Gelbaum, Trustee, The Quercus Trust

2. Check the Appropriate Box If a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
PF

5. Check If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6. Citizenship or Place of Organization
U.S.

	7. Sole Voting Power	-0-
NUMBER OF SHARES	-----	
BENEFICIALLY	8. Shared Voting Power	723,061
OWNED BY	-----	
EACH	9. Sole Dispositive Power	-0-
REPORTING	-----	
PERSON	10. Shared Dispositive Power	723,061
WITH	-----	

11. Aggregate Amount Beneficially Owned by Each Reporting Person
723,061

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)
8.7% (1)

14. Type of Reporting Person (See Instructions)
IN

(1) Based on 8,273,887 shares of Common Stock outstanding, as reported in the
Issuer's Quarterly Report on Form 10-Q for the quarter period ended June 30,
2007.

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-
1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Monica Chavez Gelbaum, Trustee, The Quercus Trust
-
2. Check the Appropriate Box If a Member of a Group (See Instructions)
(a) [X]
(b) []

3. SEC Use Only

4. Source of Funds (See Instructions)
PF

5. Check If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. Sole Voting Power	-0-
	8. Shared Voting Power	723,061
	9. Sole Dispositive Power	-0-
	10. Shared Dispositive Power	723,061

11. Aggregate Amount Beneficially Owned by Each Reporting Person
723,061

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13. Percent of Class Represented by Amount in Row (11)
8.7% (1)

14. Type of Reporting Person (See Instructions)
IN

(1) Based on 8,273,887 shares of Common Stock outstanding, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter period ended June 30, 2007.

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1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

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The Quercus Trust

2. Check the Appropriate Box If a Member of a Group (See Instructions)
(a) [X]
(b) []

3. SEC Use Only

4. Source of Funds (See Instructions)
PF

5. Check If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
U.S.

	7. Sole Voting Power
NUMBER OF	-0-
SHARES	
BENEFICIALLY	8. Shared Voting Power
OWNED BY	723,061
EACH	
REPORTING	9. Sole Dispositive Power
PERSON	-0-
WITH	
	10. Shared Dispositive Power
	723,061

11. Aggregate Amount Beneficially Owned by Each Reporting Person
723,061

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13. Percent of Class Represented by Amount in Row (11)
8.7% (1)

14. Type of Reporting Person (See Instructions)
OO

(1) Based on 8,273,887 shares of Common Stock outstanding, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter period ended June 30, 2007.

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Item 1.

This Amendment No. 3 to Schedule 13D (this "Amendment No. 3") amends and restates, where indicated, the statement on Schedule 13D relating to the Common Stock of the Issuer filed by The Quercus Trust, David Gelbaum and Monica Chavez Gelbaum (the "reporting persons") with the Securities and Exchange Commission on August 31, 2007 (the "Initial Schedule 13D"), Amendment No. 1 to

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Schedule 13D filed on September 28, 2007, and Amendment No. 2 to Schedule 13D filed on October 16, 2007. Capitalized terms used in this Amendment No. 3 but not otherwise defined herein have the meanings given to them in the Initial Schedule 13D or prior amendments thereto.

This Amendment No. 3 is being made to disclose the acquisition of additional shares (the "Shares") of Common Stock of the Issuer. Except as otherwise set forth herein, this Amendment No. 3 does not modify any of the information previously reported by the reporting persons in the Initial Schedule 13D or prior amendments thereto.

Item 5. Interest in Securities of the Issuer

(a) As of the date of this Amendment No. 3, each reporting person beneficially owns 723,061 shares of Common Stock, which are held of record by the Trust.

(b) Each of David Gelbaum and Monica Chavez Gelbaum, acting alone, has the power to exercise voting and investment control over the shares of Common Stock owned by the Trust.

(c) Since October 16, 2007, the Trust has purchased shares of Common Stock in brokered transactions as follows:

Date	Number of Shares	Price Per Share
----	-----	-----
10/22/2007	1,400	\$ 15.6250
10/23/2007	4,700	\$ 16.3017
10/24/2007	12,000	\$ 17.2380
10/25/2007	8,800	\$ 17.4763
10/26/2007	8,400	\$ 18.3899
10/29/2007	8,400	\$ 18.9163
10/30/2007	6,700	\$ 18.3260
10/31/2007	3,136	\$ 17.5847
11/1/2007	5,300	\$ 18.4142
11/2/2007	3,400	\$ 17.4409
11/5/2007	2,250	\$ 17.3713
11/6/2007	4,000	\$ 17.3924
11/7/2007	3,100	\$ 17.1545
11/8/2007	8,414	\$ 17.5551
11/12/2007	4,800	\$ 14.5681
11/13/2007	6,452	\$ 14.0984

(d) Not applicable.

(e) Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Pursuant to the Power of Attorney filed as Exhibit "B" to Amendment No. 1 to Schedule 13D filed on August 24, 2007 with respect to the issuer Emcore Corp., David Gelbaum has been appointed as Monica Chavez Gelbaum's Attorney-In-Fact.

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Item 7. Material to Be Filed as Exhibits

Exhibit A: Agreement Regarding Joint Filing of Amendment No. 3 to Schedule 13D.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct and agrees that this statement may be filed jointly with the other undersigned parties.

Dated: November 20, 2007

/s/ David Gelbaum

David Gelbaum, Co-Trustee of The Quercus Trust

/s/ David Gelbaum, as Attorney-In-Fact for
Monica Chavez Gelbaum

Monica Chavez Gelbaum, Co-Trustee of The
Quercus Trust

/s/ David Gelbaum

The Quercus Trust, David Gelbaum, Co-Trustee
of The Quercus Trust

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EXHIBIT A

AGREEMENT REGARDING JOINT FILING OF AMENDMENT NO. 3 TO SCHEDULE 13D

The undersigned agree that the Amendment No. 3 to Schedule 13D with respect to the Common Stock of Spire Corporation is a joint filing being made on their behalf.

Dated: November 20, 2007

/s/ David Gelbaum

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David Gelbaum, Co-Trustee of The Quercus Trust

/s/ David Gelbaum, as Attorney-In-Fact for
Monica Chavez Gelbaum

Monica Chavez Gelbaum, Co-Trustee of The
Quercus Trust

/s/ David Gelbaum

The Quercus Trust, David Gelbaum, Co-Trustee
of The Quercus Trust