

CORNERSTONE BANCORP INC
 Form 4/A
 February 10, 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 *
 MAISEL MELVIN L

2. Issuer Name and Ticker or Trading Symbol
 CORNERSTONE BANCORP INC
 [CBN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 36 BIRCHWOOD DR
 (Street)
 GREENWICH, CT 06831-3354
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 09/30/2004
 4. If Amendment, Date Original Filed(Month/Day/Year)
 10/20/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/30/2004 | 09/30/2004 | A | 275 ⁽³⁾ A \$ 29.05 | 14,252 ⁽¹⁾ | D | |
| Common Stock | | | | | 168 ⁽²⁾ | I | By Wife |
| Common Stock | | | | | 78,075 | I | By IRA FBO himself |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option - right to buy | \$ 8.99 | | | | | 02/21/1996 | 02/21/2006 | Common Stock | 3,025 |
| Director Stock Option - right to buy | \$ 12.4 | | | | | 05/21/1997 | 05/21/2007 | Common Stock | 303 |
| Director Stock Option - right to buy | \$ 17.25 | | | | | 05/20/1998 | 05/20/2008 | Common Stock | 303 |
| Director Stock Option - right to buy | \$ 13.64 | | | | | 05/19/1999 | 05/19/2009 | Common Stock | 275 |
| Director Stock Option - right to buy | \$ 10.91 | | | | | 05/17/2000 | 05/17/2010 | Common Stock | 275 |
| Director Stock Option - | \$ 12.82 | | | | | 05/16/2001 | 05/16/2011 | Common Stock | 275 |

right to
buy

Director
Stock

Option - \$ 17.82
right to
buy

05/15/2002 05/15/2012 Common
Stock 275

Director
Stock

Option - \$ 18
right to
buy

05/21/2003 05/21/2013 Common
Stock 250

Director
Stock

Option - \$ 25.46
right to
buy

05/26/2004 05/26/2014 Common
Stock 250

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MAISEL MELVIN L 36 BIRCHWOOD DR GREENWICH, CT 06831-3354 | X | | | |

Signatures

Leigh A. Hardisty as Power of
Attorney 02/10/2005

__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) The reporting person received 73.123 shares of common stock as a result of participation in the Bancorp's plan for the reinvestment of dividends.
 - (2) The reporting person received 0.511 shares of common stock as a result of participation in the Bancorp's plan for the reinvestment of dividends.
 - (3) The reporting person received the restricted stock grants which vests pursuant to the vesting schedule found in the 2001 Restricted Stock Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.