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SYMS CORP
Form SC 13D/A
January 20, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN THE STATEMENTS FILED PURSUANT TO RULE
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 4)*

Syms Corp

(Name of Issuer)

Common Stock, par value \$0.05 per share

(Title of Class of Securities)

871551107

(CUSIP Number)

Marcy Syms
c/o Syms Corp
Syms Way
Seacaucus, New Jersey 07094
(201) 902-9600

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

January 5, 2004

(Date of event which requires filing of this statement)

If the filing 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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box
[]

* 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 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Marcy Syms

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES 2,280,463

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY None

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 2,280,463

PERSON 10 SHARED DISPOSITIVE POWER

WITH None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,280,463

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.6%

14 TYPE OF REPORTING PERSON

IN

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Item 1 Security and Issuer.

This statement constitutes Amendment No. 4 ("Amendment No. 4") to the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission by Marcy Syms in connection with her ownership of the Common Stock, \$0.05 par value per share (the "Common Stock"), of Syms Corp, a New Jersey corporation (the "Company"), with its principal executive offices at Syms Way,

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Secaucus, New Jersey 07094.

In accordance with Exchange Act Rule 13d-2, this Amendment No. 4 amends and supplements only information that has materially changed since the March 10, 2003 filing by Marcy Syms of Amendment No. 3 to the Schedule 13D. Unless otherwise indicated herein, terms used but not otherwise defined in this Amendment No. 4 shall have the same respective meanings herein as are ascribed to such terms in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following:

On October 2, 2003, Ms. Syms sold 150,000 shares of the Company's Common Stock for an aggregate purchase price of \$937,600 in sales consummated in accordance with Rule 144 of the Securities Act of 1933 (the "Act").

On January 5, 2004, Ms. Syms sold 50,000 shares of the Company's Common Stock for an aggregate purchase price of \$350,022 in sales consummated in accordance with Rule 144 of the Act.

On January 6, 2004, Ms. Syms sold an aggregate of 89,400 shares of the Company's Common Stock for an aggregate purchase price of \$625,802 in sales consummated in accordance with Rule 144 of the Act.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following:

5(a) Based on 15,127,278 shares of the Company's Common Stock outstanding as of December 31, 2003 (as set forth in the Company's Quarterly Report on Form 10-Q for the quarterly period ended November 29, 2003 filed on January 9, 2004), Ms. Syms beneficially owns 2,280,463 shares of the Company's Common Stock representing 14.6% of the issued and outstanding shares of the Company's Common Stock, of which 537,500 shares of Common Stock are issuable upon the exercise of options which are currently exercisable.

5(b) Of such 2,280,463 shares of Common Stock, (i) Ms. Syms is the direct beneficial owner of 1,592,675 shares of Common Stock (which amount includes her options to purchase 537,500 shares of Common Stock) over which she has the sole voting and dispositive power, and (ii) 687,788 shares are held by the Laura Merns Living Trust, dated February 14, 2003, between Laura Merns, as settlor, and Marcy Syms, as trustee, of which Ms. Syms is an indirect beneficial owner, and as the sole trustee thereunder, has the sole voting and dispositive power over such Common Stock held by the Trust.

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5(c) Other than as described in this Amendment No. 4, Ms. Syms has not effected any transactions in the shares of the Company's Common Stock during the past 60 days.

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5(d) Not applicable.

5(e) Not applicable.

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Signatures

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.

/s/ Marcy Syms

Marcy Syms

Dated: January 20, 2004