

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2004-02-12**
SEC Accession No. **0001193125-04-020649**

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SUBJECT COMPANY

BENTHOS INC

CIK: **11390** | IRS No.: **042381876** | State of Incorporation: **MA** | Fiscal Year End: **0930**
Type: **SC 13G/A** | Act: **34** | File No.: **005-50353** | Film No.: **04588498**
SIC: **3990** Miscellaneous manufacturing industries

Mailing Address	Business Address
49 EDGERTON DR NORTH FALMOUTH MA 02556	49 EDGARTON DRIVE NORTH FALMOUTH MA 02556 5085631000

FILED BY

CHURCH RONALD K

CIK: **1033820**
Type: **SC 13G/A**

Mailing Address	Business Address
46 RIDDLE HILL ROAD FALMOUTH MA 02540	49 EDGERTON DRIVE NORTH FALMOUTH MA 02556-2826 5085631000

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 6)

BENTHOS, INC.

(Name of Issuer)

Common Stock, \$.06 2/3 par value per share

(Title of Class of Securities)

082641 10 1

(CUSIP Number)

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. 082641 10 1

1 Name of Reporting Person
 S.S. or I.R.S. Identification No. of above person

Ronald K. Church, individually

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

U.S.A.

5 Sole Voting Power

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

None

6 Shared Voting Power

128,250

7 Sole Dispositive Power

None

8 Shared Dispositive Power

128,250

9 Aggregate Amount Beneficially Owned by Each Reporting Person

128,250

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

9.3%

12 Type of Reporting Person

IN

1 Name of Reporting Person
 S.S. OR I.R.S. Identification No. of above person

Ronald K. Church, as trustee of the Ronald K. Church 1996 Trust

2 Check the Appropriate Box if a Member of a Group
 (a)
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization

U.S.A.

5 Sole Voting Power

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

None

6 Shared Voting Power

128,250

7 Sole Dispositive Power

None

8 Shared Dispositive Power

128,250

9 Aggregate Amount Beneficially Owned by Each Reporting Person

128,250

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

9.3%

12 Type of Reporting Person

00

1. Name of Reporting Person.

S.S. OR I.R.S. Identification No. of above person

Nancy O. Church, as trustee of the Ronald K. Church 1996 Trust

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

5. Sole Voting Power

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. Shared Voting Power

128,250

7. Sole Dispositive Power

None

8. Shared Dispositive Power

128,250

9. Aggregate Amount Beneficially Owned by Each Reporting Person

128,250

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

9.3%

12. Type of Reporting Person

00

CUSIP No. 082641 10 1

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Item 1**Issuer**

- (a) The name of the issuer is Benthos, Inc. (the "Issuer").
- (b) The address of the Issuer' s principal executive offices is 49 Edgerton Drive, N. Falmouth, Massachusetts 02556.

Item 2**Reporting Persons**

- (a) The names of the persons filing this Schedule are Ronald K. Church, individually, and Ronald K. Church and Nancy O. Church, as trustees of the Ronald K. Church 1996 Trust (the "Reporting Persons").
- (b) The address of the Reporting Persons is 46 Riddle Hill Road, Falmouth, Massachusetts 02540.
- (c) The Reporting Persons are citizens of the United States of America
- (d) The title of the class of securities to which this Schedule relates is Common Stock, \$.06 2/3 par value.
- (e) The CUSIP number of this class of securities is 082641 10 1.

Item 3**Type of Reporting Person**

Not Applicable

Item 4**Ownership**

Reference is made to Items 5 though 11 of the Cover Pages of this Schedule.

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 Subsidiary, etc.

Not Applicable

Item 8

Identification and Classification of Members of the Group

This Schedule is being filed on behalf of each of Ronald K. Church, individually, and Ronald K. Church and Nancy O. Church, as trustees of the Ronald K. Church 1996 Trust. Under §13(d) of the Securities Exchange Act of 1934, said persons may be deemed to be a "group". Mr. and Mrs. Church are co-trustees of the trust which was established by Mr. Church in 1996. The trust instrument provides that it is revocable by Mr. Church at his sole election.

Item 9

Notice of Dissolution of Group

Not Applicable

Item 10

Certifications

Not Applicable

Signature

After reasonable inquiry and to the best of our knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2004 _____
Date

RONALD K. CHURCH _____
Ronald K. Church

RONALD K. CHURCH _____
Ronald K. Church, Trustee

NANCY O. CHURCH _____
Nancy O. Church, Trustee