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MILESTONE SCIENTIFIC INC/NJ

Form 8-A12B

February 04, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 4, 2004

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Milestone Scientific Inc.

(Exact name of registrant as specified in its charter)

Delaware

13-3545623

(State of incorporation
or organization)

(I.R.S. Employer
Identification No.)

220 South Orange Avenue, Livingston,
New Jersey

07039

(Address of principal executive office)

(Zip Code)

If this form relates to the registration
of a class of securities pursuant to
Section 12(b) of the Exchange Act and is
effective upon filing pursuant to General
Instruction A.(c), check the following
box. [X]

If this form relates to the
registration a class of
securities pursuant to of the
Exchange Act and is Section 12(g)
of effective pursuant to General
Instruction A.(d), check the
following box.

Securities Act registration statement file number to which this form
relates: 333-110376

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE
EACH CLASS IS TO BE REG

Units, each consisting of two shares of Common Stock and
one Warrant to purchase one share of Common Stock

American Stock Exchange and Pacific

Warrants to purchase Common Stock

American Stock Exchange and Pacific

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SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
NONE

Item 1. Description of Registrant's Securities to be Registered.

The description of securities required by this Item is contained in the Registration Statement of the Registrant on Form S-2, File No. 333-110376, as amended (the "Registration Statement"), filed with the Commission on November 10, 2003, and is incorporated herein by reference to such filing. See "Description of Securities."

Item 2. Exhibits

The following exhibits required to be filed by this item are incorporated herein by reference to the exhibits filed by the registrant with the Registration Statement:

1. Specimen copy of the Common Stock Certificate (Exhibit 4.1 to the Registration Statement).
2. Specimen copy of the Unit Certificate (Exhibit 4.2 to the Registration Statement).
3. Form of Warrant Agreement including form of Warrant (Exhibit 4.3 to the Registration Statement).
4. Articles of Incorporation, as amended (Exhibits 3.1 through 3.7 to the Registration Statement).
5. Bylaws (Exhibit 3.8 to the Registration Statement).

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: February 4, 2004

MILESTONE SCIENTIFIC INC.

By: /s/ Leonard Osser

Leonard Osser,
Chairman and Chief Executive Officer

EXHIBIT INDEX

No. Description

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