

ROYCE MICRO CAP TRUST INC /MD/  
 Form 144/A  
 January 19, 2006

UNITED STATES  <b>SECURITIES AND EXCHANGE COMMISSION</b> <b>Washington, D.C. 20549</b>  FORM 144/ AMENDED* NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933						<b>OMB APPROVAL</b> OMB Number: 3235-0101 Expires: December 31, 2006 Estimated average burden hours per response . . . . . 4.47		
						<b>SEC USE ONLY</b>		
						DOCUMENT SEQUENCE NO.		
						CUSIP NUMBER		
ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.								
1 (a) NAME OF ISSUER (Please type or print)			(b) IRS IDENT. NO.		(c) S.E.C. FILE NO.		WORK LOCATION	
Royce Micro-Cap Trust, Inc.			13-3739778		333-107924			
1 (d) ADDRESS OF ISSUER		STREET		CITY		STATE	ZIP CODE	(e) TELEPHONE NO.
		1414 Avenue of the Americas		New York		NY	10019	AREA CODE NUMBER
							800	221-4268
NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD		(b) IRS IDENT. NO.	(c) RELATIONSHIP TO ISSUER	(d) ADDRESS STREET	CITY	STATE	ZIP CODE	
Charles M. Royce		N/A	Director and Officer	1414 Avenue of the Americas		New York	NY	10019

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a)  Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY Broker-Dealer File Number	(c) Number of Shares or Other Units To Be Sold  (See instr. 3(c))	(d) Aggregate Market Value  (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding  (See instr. 3(e))	(f) Approximate Date of Sale  (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange  (See instr. 3(g))
Common	Goldman Sachs & Co. One New York Plaza, 41 <sup>st</sup> Floor New York, NY 10004		50,000	715,500 (based on 1/3/06 market close)	20,791,356 (as of 6/30/05 semi-annual report)	1/5/06	NYSE

\* This amendment to Form 144 is being filed solely for the purpose of revising information pertaining to the broker through whom the securities are to be offered as presented in the Form 144 originally filed on 1/5/06.

INSTRUCTIONS:

1.
  - (a) Name of issuer
  - (b) Issuer's I.R.S. Identification Number
  - (c) Issuer's S.E.C. file number, if any
  - (d) Issuer's address, including zip code
  - (e) Issuer's telephone number, including area code
2.
  - (a) Name of person for whose account the securities are to be sold
  - (b) Name and address of each broker through whom the securities are intended to be sold
  - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
  - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
  - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
  - (f) Approximate date on which the securities are to be sold
  - (g) Name of each securities exchange, if any, on which the securities are intended to be sold
3. (a) Title of the class of securities to be sold

Such person's I.R.S. identification number, if such person is an entity

- (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (d) Such person's address, including zip code

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 control number.

SEC 1147 (01-04)

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	12/23/05	Dividend Reinvestment	Charles M. Royce (12/1/04)	2,241*	12/23/05	Shares issued in
	9/23/05			712*	9/23/05	reinvestment
	6/23/05	Dividend Reinvestment		5,028*	6/23/05	Shares issued in
	3/23/05	Dividend Reinvestment		4,974*	3/23/05	reinvestment
	12/23/04			9,546*	12/23/04	Shares issued in
	12/1/04	Dividend Reinvestment		14,154*	12/1/04	reinvestment
	9/23/04	Dividend Reinvestment		7,815*	9/23/04	Shares issued in
	6/23/04	Gift		5,530*	6/23/04	reinvestment

		Dividend Reinvestment			Shares issued in reinvestment
		Dividend Reinvestment			Gift
					Shares issued in reinvestment
					Shares issued in reinvestment

INSTRUCTIONS: 1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d)(3) of Rule 144, furnish full information with respect thereto.

REMARKS:

\* Shares held by a charitable foundation established by Mr. Royce and members of his family.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Charles M. Royce 1414 Avenue of the Americas New York, NY 10019	Common	11/2/05	13,700	\$189,133
		11/1/05	10,000	\$136,923
		10/31/05	15,000	\$205,160
		10/28/05	5,000	\$67,856
		10/27/05	4,500	\$61,930
		10/26/05	1,800	\$25,249

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

1/19/06		Charles M. Royce
DATE OF NOTICE		(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (01-04)