

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

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(b)

(Amendment No. 1)

Flamel Technologies S.A.  
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(Name of Issuer)

Ordinary Shares  
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(Title of Class of Securities)

338488 10 9  
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(CUSIP Number)

December 31, 2003  
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(Date of Event Which Requires Filing of This Statement)

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 in 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).

1	Name of Reporting Person	BRICOLEUR CAPITAL MANAGEMENT LLC	
	IRS Identification No. of Above Person	13-40036	
2	Check the Appropriate Box if a member of a Group	(a) <input type="checkbox"/>	
		(b) <input type="checkbox"/>	
3	SEC USE ONLY		
4	Citizenship or Place of Organization	Delaware, United States	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 Sole Voting Power	0
		6 Shared Voting Power	0
		7 Sole Dispositive Power	0
		8 Shared Dispositive Power	0
9	Aggregate Amount Beneficially Owned by Each Reporting Person		0
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		<input type="checkbox"/>
11	Percent of Class Represented by Amount in Row 9		0.0%
12	Type of Reporting Person		IA



Item 1(a). Name of Issuer:

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Flamel Technologies S.A.

Item 1(b). Address of Issuer's Principal Executive Offices:

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Parc Club du Moulin a Vent  
33, avenue du Docteur Georges Levy  
69693 Venissieux Cedex France

Item 2(a). Name of Person Filing:

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Bricoleur Capital Management LLC ("Bricoleur")

Item 2(b). Address of Principal Business Office or, if none, Residence:

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12230 El Camino Real, Suite 100  
San Diego, CA 92130

Item 2(c). Citizenship:

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Delaware, United States

Item 2(d). Title of Class of Securities:

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Ordinary Shares

Item 2(e). CUSIP Number:

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338488 10 9

Item 3. Type of Reporting Person:

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If this statement is filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Exchange Act.
- (b)  Bank as defined in section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under section 8 of the Investment Company Act.



- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act.
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.  
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Reference is hereby made to Items 5-9 and 11 of page two (2) of this Schedule 13G, which Items are incorporated by reference herein.

Item 5. Ownership of Five Percent or Less of a Class.  
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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.  
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Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.  
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Not Applicable.

Item 8. Identification and Classification of Members of the Group.  
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Not Applicable.

Item 9. Notice of Dissolution of Group.  
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Not Applicable.



Item 10. Certification.  
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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature  
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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.

BRICOLEUR CAPITAL MANAGEMENT LLC

By /s/ Robert M. Poole  
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Robert M. Poole, Management Committee Member

DATED: February 6, 2004