

JONES DAVID R
Form 4
November 06, 2002

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

OMB APPROVAL	

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden	
hours per response	0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Jones	David	R.
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(Last)	(First)	(MI)

2 Ocean Avenue

(Street)

Scituate	MA	02066
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Stonepath Group, Inc. (STG)

3. I.R.S. Identification Number
of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year		5. If Amendment, Date of
		Original (Month/Day/Year)
November 5, 2002		

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

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1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivati Security: Direct (D) or Indirect (I) (Instr. 4)
Options granted under the Stonepath Group, Inc. Amended and Restated 2000 Stock Incentive Plan	15,000 (2)	D

Explanation of Responses:

- (1) Vesting shall occur as to 7,500 Options provided the Reporting Person continues to serve on the Company's Board of Directors through 11/5/03; and the remaining 7,500 Options shall vest provided the Reporting Person continues to serve on the Company's Board of Directors through 11/5/04.
- (2) Does not include options to purchase 50,000 shares of the Company's Common Stock at an exercise price of \$.50 per share subject to annual vesting over a 2-year period commencing August 28, 2000.

/s/ David R. Jones	11/06/02
**Signature of Reporting Person	Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, see Instruction 6 for procedure.

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