

THOMPSON SANDRA L  
Form 5  
February 14, 2002

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                        OMB APPROVAL
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U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 5

ANNUAL 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(f) of the Investment Company Act of 1940

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person\*

|                                     |         |          |
|-------------------------------------|---------|----------|
| Thompson                            | Sandra  | L.       |
| (Last)                              | (First) | (Middle) |
| 1405 South Orange Avenue, Suite 601 |         |          |
| (Street)                            |         |          |
| Orlando                             | Florida | 32806    |
| (City)                              | (State) | (Zip)    |

2. Issuer Name and Ticker or Trading Symbol

U.S. Medical Group, Inc. (NASDAQ OTC Bulletin Board: USMG)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

n/a

4. Statement for Month/Year

12/31/01

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5. If Amendment, Date of Original (Month/Year)

n/a

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Operating Officer, Treasurer and Secretary

7. Individual or Joint/Group Filing  
(Check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of,  
 or Beneficially Owned  
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| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  | 5.<br>Amount<br>of Securiti<br>Beneficial<br>Owned a<br>of Issu<br>Fiscal<br>(Instr.<br>and 4) |
|---------------------------------------|---|---|--|------------------|--|
|                                       |   |   | -----  | (A)<br>or<br>(D) | Price  |
| Common Stock                          | --                                      | 3                                       | 1,295,000  | --               | --   |
|                                       |   |   |  |                  | 1,295,0  |
|                                       |   |   |  |                  |  |
|                                       |   |   |  |                  |  |
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\* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)
SEC 2270 (3-99)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Table with 10 columns: 1. Title of Derivative Security (Instr. 3), 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 4. Transaction Code (Instr. 8), 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5), 6. Date Exercisable and Expiration Date (Month/Day/Year), 7. Title and Amount of Underlying Securities (Instr. 3 and 4), 8. Amount or Number of Shares, 9. Title, 10. Shares.

Empty table rows with dashed lines for data entry.

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Explanation of Responses:

The Reporting Person's position as an officer and director when the shares of the Issuer were registered pursuant to Section 12(g), on February 16, 2000, triggered the filing of a Form 3. The Reporting Person became a 10% beneficial owner when she joined with other reporting persons for the purpose of acquiring shares of the Issuer, on or about October 23, 2001.

/s/ Sandra L. Thompson  
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February 14, 2002  
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\*\*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 provided is insufficient, see Instruction 6 for procedure.

Page 2