# JONES DAVID R

Form 4	
November 06, 2002	

FORM 4				
[ ] Check this box if no longer subject to		OMB APPROVAL		
Section 16. Form 4 or Form 5 obligations may continue. See Instruction	1 (b)	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5		
W	ashington, D.	D EXCHANGE COMMISSION C. 20549 ENEFICIAL OWNERSHIP		
		rities Exchange Act of 1934, Section Act of 1935 or Section 30(h) of the		
(Print or Type Responses)				
1. Name and Address of Reporting	ng Person*			
Jones	David	R.		
(Last)	(First)	(MI)		
2 Ocean Avenue				
(Street)				
Scituate	MA	02066		
(City)	(State)	(Zip)		
2. Issuer Name and Ticker or Stonepath Group, Inc. (STG)	Trading Symbo			
3. I.R.S. Identification Number of Reporting Person, if an		ntary)		
4. Statement for Month/Day/Yea November 5, 2002	ar   5     	. If Amendment, Date of Original (Month/Day/Year)		
6. Relationship of Reporting 1	Person(s) to	Issuer (Check all applicable)		
[ X ] Director		[ ] 10% Owner		
[ ] Officer		[ ] Other (specify below)		

(give title below)

7. Individual or Joint/Group	Filing (Check Appl	icable Line)		
X Form filed b	by One Reporting Per by More than One Rep	rson Dorting Persor	1	
TABLE I - Non-Derivative Secu		isposed of,		
or Beneficially Owr	ned 			
1. Title of Security (Instr. 3)	2. Trans-   action   Date   (Month/   Day/   Year)	2A.   Deemed   Execution   Date, if   any   (Month/   Day/   Year)	3. Transaction Code   (Instr. 8)       	4. Secu:   Dispo   (Insi
	    	    	      Code   V	 
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1. Title of Security (Instr. 3)		ally Owned   Di g Reported   In ion(s)	nership Form: rect (D) or direct (I) nstr. 4)	7. Natur
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Reminder: Report on a second directly * If the form is filed by 4(b)(v).  Persons who respond to the not required to respond to number.	y or indirectly.  by more than one report  ne collection of inform	ting person, see Instr	uction is form are	
FORM 4 (continued)				
TABLE II - Derivative Sec		posed of, or Beneficians, convertible securi		
1. Title of Derivative Security (Instr. 3)	2. Conversion or   Exercise Price   of Derivative   Security			Code   8)

1

| Code |

Options granted under	\$1	1.45	11/5/02	1	A
the Stonepath Group, Inc. Amended and Restated 2000 Stock Incentive Plan		   		 	
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1. Title of Derivative Security (Instr. 3)		Expiration     (Month/Day/ 	Date Year)	 	(Instr. 3 and 4)
			Expiration   Date 	Title   	Amount or Nu   of Shares 
Options granted under the Stonepath Group, Inc. Amended and Restated 2000 Stock Incentive Plan		(1)       	11/5/12         	Common Stock     	15,000     
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1. Title of Derivative Security (Instr. 3)	Securities Beneficially	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       
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#### 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.

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 Number.