STONEPATH GROUP INC

Form 4 November 19, 2002

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

C	MB APPROVAL		
OMB Number:		3235	-0287
Expires:	January	31,	2005
Estimated av	erage burden		
hours per re	esponse		0.5

U.S. 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 Report	ing Person*	
Scully	Thomas	L.
(Last)	(First)	(MI)
300 Rices Mill Road		
(Street)		
Wyncote	PA	19095
(City)	(State)	(Zip)
2. Issuer Name and Ticker or	Trading Symbol	
Stonepath Group,	Inc./STG	
3. I.R.S. Identification Num of Reporting Person, if a		
4. Statement for Month/Day/\(\) September 5, 2002		Amendment, Date of ginal (Month/Day/Year) XXXXXXXXX
6. Relationship of Reporting	g Person(s) to Issuer	(Check all applicable)
[] Director	[] 10%	d Owner
[X] Officer (give title k One of the above mus	pelow)	ner (specify below)

7. Individual or Joint/Group Fil:	ing (Check Appli	cable Line)			
X Form filed by O	ne Reporting Per	son			
Form filed by Mo	ore than One Rep	orting Persor	1		
TABLE I Non-Derivative Securitor or Beneficially Owned		disposed of,			
1. Title of Security (Instr. 3)	Date	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transac (Instr. 		4. Secur Dispo (Inst
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	 	. <u>.</u> 	Code	 V 	Amou
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1. Title of Security (Instr. 3)		ally Owned Di g Reported In ions(s) ()	wnership Form: irect (D) or ndirect (I) Instr. 4)	7. Natu Owne
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TABLE II Derivative Se (e.g., puts,	curities Acquired, Discalls, warrants, optic			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year) 		4. Trans Code 8)
	 	 	 	Code
Options granted under the Stonepath Group, Inc Amended and Restated 200 Stock Incentive Plan		9/5/02	X	A

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1. Title of Derivative Security		 isable and		ount of Underlyi	
(Instr. 3)	Expiration Date (Month/Day/Year)		Securities (Instr. 3 and 4)		
	Date Exercisable 	Expiration Date 	Title 	Amount or Nu of Shares 	
Options Granted under the Stonepath Group, Inc. Amended and Restated 2000 Stock Incentive Plan	(1)	9/5/12	Common Stock	25,000	
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 Title of Derivative Security (Instr. 3) 	Securities Beneficially	10. Ownership Form of Derivati Securities: Direct (D) or Indirect (I) (Instr. 4)
Options Granted under The Stonepath Group, Inc. Amended and Restated 2000 Stock Incentive Paln	25,000(2)	l D
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Explanation of Responses":

- (1) Options vest based upon continued employment with the Company, with 6,250 vesting 9/5/03, and the balance vesting annually over a 3 year period thereafter contingent upon continued employment with the Company.
- (2) Does not include options to purchase 25,000 shares of the Company's Common Stock at an exercise price of \$1.60 per share subject to periodic vesting over a 3 year period commencing 11/19/01.

/s/ Thomas Scully	11/18/02
**Signature of Reporting Person	Date

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

- * If the form is filed by more than one reporting person, see Instruction $4\,(b)\,(v)\,.$
- ** 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.