

SCULLY THOMAS L

Form 4

March 27, 2003

<b>FORM 4</b>  Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  (Print or Type Responses)		<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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		<b>OMB APPROVAL</b>  OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . .0.5	
1. Name and Address of Reporting Person *  <u>Scully, Thomas L.</u> (Last) (First) (Middle)		2. Issuer Name <u>Stonepath Group, Inc.</u> and Ticker or Trading Symbol <u>STG</u>		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____	
1600 Market Street, Suite 1515 (Street)		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Day/Year  <u>3/25/2003</u>	
Philadelphia, Pennsylvania 19103 (City) (State) (Zip)		5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person _____ Form filed by More than One Reporting Person _____	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed of (D) (Instr. 3, 4, and 5)			5.Amount of Securities Beneficially Owned Following Reported Transaction(s)  (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I)  (Instr. 4)	7. Nature of Indirect Beneficial Ownership  (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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).

(Over)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Control Number.**

Edgar Filing: SCULLY THOMAS L - Form 4

Form 4 (continued)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriva- tive Security	3. Trans- action Date  (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any  (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)		5. Number of Deri- vative Securities Acquired (A) or Disposed of (D)  (Instr. 3, 4 and 5)		6. Date Exercis- able (DE) and Expiration Date (ED) (Month/ Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Security (Instr. 5)	9. Number of Deri- vative Securi- ties Benefi- cially Owned Follow- ing Reported Trans- action(s)  (Instr. 4)	10. Owner- ship Form of Deriv- ative Security Direct (D) or Indirect (I)  (Instr. 4)
				Code	V	(A)	(D)	DE	ED	Title	Amount or Number of Shares			
Employee Stock Options (right to buy)	\$1.81	3/25/03		(A)		8,300		(1)	3/25/13	Common Stock	8,300		8,300(2)	(D)

**Explanation of Responses:**

(1) Options vest and become exercisable based upon continued employment with the Company with one-third vested on the date of grant and the remaining two-thirds vesting on a pro rata basis monthly over the twenty-four month period following the date of grant.  
(2) Excludes options to purchase 25,000 shares of common stock granted on September 5, 2002 and options to purchase 25,000 shares of common stock granted on November 19, 2001.

/s/ Thomas L. Scully

3/27/03

\*\* 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.

Page 2