STONEPATH GROUP INC

[X] Director

[] Officer

Form 4 November 06, 2002

[] Check this box i	f no			
longer subject to	0	OMB APPROVAL		
Section 16. Form Form 5 obligation continue. See In	ns may	OMB Number: Expires: Estimated average hours per response	burden	
	D STATES SECURITIES AN Washington, D. TEMENT OF CHANGES IN E	C. 20549		
Filed pursuant to Sec 17(a) of the Public U- Investment Company Ac	tility Holding Company			
(Print or Type Respon	ses)			
1. Name and Address o	f Reporting Person*			
Lawn	Aloysius		Т.	
Lawn (Last)	Aloysius (First)		T. (MI)	
	(First)			
(Last) c/o Talk America Hold	(First)			
(Last) c/o Talk America Hold 6805 Route 202	(First)			
(Last) c/o Talk America Hold 6805 Route 202 (Street)	(First)		(MI)	
(Last) c/o Talk America Hold 6805 Route 202 (Street) New Hope (City)	(First) ings, Inc.		(MI)	
(Last) c/o Talk America Hold 6805 Route 202 (Street) New Hope (City)	(First) ings, Inc. PA (State) icker or Trading Symbo		(MI)	
(Last) c/o Talk America Hold 6805 Route 202 (Street) New Hope (City) 2. Issuer Name and T Stonepath Group, 3. I.R.S. Identificat	(First) ings, Inc. PA (State) icker or Trading Symbo	1	(MI)	

[] 10% Owner

[] Other (specify below)

(give title below)

7. Individual or Joint/Group Fili: X Form filed by One Form filed by More	Reporting Pers	on			
TABLE I - Non-Derivative Securition or Beneficially Owned	es Acquired, Di	sposed of,			
1. Title of Security (Instr. 3)	action Date	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transac (Instr. 		4. Secur Dispo (Inst
	 	 	 Code		 Amoı
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1. Title of Security (Instr. 3)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Natur Owner
	(Instr. 3 and 4)	(Instr. 4)	
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owned directly of the form is filed by m $4\text{(b)}\text{(v)}.$	arate line for each class of securindirectly. more than one reporting person, so collection of information containess the form displays a currently	see Instruction Ined in this form are	
	rities Acquired, Disposed of, or		
(e.g., puts, cal	lls, warrants, options, convertik	ole securities)	
1. Title of Derivative Security (Instr. 3)		ction Date 3A. Deemed 'Day/Year) Execution Date, if	4. Transa Code (

Security

any (Month/

1		1		Day	/Year)	
		l			Cod	le
Options granted under the Stonepath Group, Inc. Amended and Restated 2000 Stock Incentive Plan		.45	11/5/02	 	A 	.
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1. Title of Derivative Security (Instr. 3)		6. Date Exercisable and 7. Title and Amoun Expiration Date Securities (Ins (Month/Day/Year)				
		Date Exercisable 	Expiration Date 	Title	Amount of Sha 	
Options granted under the Stonepath Group, Inc. Amended and Restated 2000 Stock Incentive Plan		(1) 	11/5/12 	Common Stock	15,000 	
		l 			l 	
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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 December 6, 2000.

/s/ Aloysius T. Lawn	11/06/02
**Signature of Reporting Person	Date

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

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

in this form are not required to respond unless the form displays a currently valid $\ensuremath{\mathsf{OMB}}$ $\ensuremath{\mathsf{Number}}.$