

RUDICK A JOSEPH
Form 5/A
March 06, 2002

FORM 5

☐ 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

Rudick, A. Joseph
c/o Atlantic Technology Ventures, Inc.
350 Fifth Avenue, Suite 5507
New York, NY 10118

Atlantic Technology Ventures, Inc. ("ATLC.OB")

4. Statement for Month/Year

12/01

February 14, 2002

7. Individual or Joint/Group Reporting (Check Applicable Line)
 (X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

1. Title of Security	2. Transaction Date	3. Code (Instr. 3,4 and 5)	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Year (Instr. 3 and 4)

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

*If form is filed by more than one reporting person, see instruction 4(b)(v).

(Over)
SEC 2270 (7-96)

FORM 5 (continued)

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

Table II -- Derivative Securitized Acquired, Disposed of, or Beneficially Owned							
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code (Instr. 3, 4 and 5)	5. Number of Derivative Securities Acquired (D) or Disposed of (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Put or Call (Instr. 3 and 4)
Option (Right to buy)	0.875	2/20/01	A	100,000	(1) 2/20/11	Common Stock,	100,000
Option (Right to buy)	0.875	2/20/01	A	25,000	(1) 2/20/11	Common Stock	25,000

Explanation of Responses:

- (1) The option becomes exercisable in four equal annual installments upon optionee's completion of each successive year of service beginning on each of the first, second, third and fourth anniversaries of the grant date specified in Column 3.

/s/ A. Joseph Rudick

February 26, 2002

**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.

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If space provided 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.

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