

WESTSPHERE ASSET CORP INC

Form 4/A

March 21, 2003

FORM 4

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 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

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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) 1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Mac Donald Douglas N.		Westspere Asset Corporation, Inc.		<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/>	10% Owner			
				<input checked="" type="checkbox"/> Officer (give title below)		Other (specify below)			
				President & CEO					
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)			
45 Sheridan Drive						<input checked="" type="checkbox"/> Form filed by One Reporting Person			
(Street)						5. If Amendment, Date of Original (Month/Day/Year)		Form filed by More than One Reporting Person	
St. Albert Alberta T8N 0J1			March/13/2003						
(City)	(State)	(Zip)	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) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock Class A	Mar/13/03		P	989,500	A	.035	1,589,500	D	
Common Stock Class A	Mar/13/03		P	430,386	A	.0625	857,386	I	Mr. Mac Donald is part owner of 989939 Alberta Ltd.
Common Stock Class A	N/A		P	2,057,410			2,057,410	I	

Mr. Mac Donald is President of Mac Donald Venture Corp.

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).

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(Over)
SEC 1474 (9-02)

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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr.8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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Explanation of Responses:

I realized today that when I originally filed this Form 4, I erroneously excluded 225,000 shares that were owned directly by Mr. Mac Donald. Would you please cancel the form 4 filed on March 17/2003 and accept this Form 4 in place of the Form 4 filed on March 17, 2003.

Sonia Goeseels

/s/ Douglas Mac Donald

March/20/2003

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

**Signature of Reporting Person

Date

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.

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