

GRAND TOYS INTERNATIONAL INC

Form 5

February 08, 2002

FORM 5

UNITED STATES
SECURITIES AND
EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

Check this box if
no longer subject
to

OMB Number: 3235-0362

Expires:

Section 16.
Form 4 or
Form 5 obli-

**ANNUAL STATEMENT OF
CHANGES IN BENEFICIAL
OWNERSHIP**

Estimated average burden

hours per response1.0

gations may
continue.

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(f) of the Investment Company Act of
1940

See Instruc

tion 1(b).

Form 3 Holdings
Reported

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Form 4
Transactions
Reported

1. Name and Address of Reporting Person			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer	
Rybakoff James B.			Grand Toys International, Inc. ("GRIN")		(Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year	Officer (give _____ Other (specify title below below)	

780 Third Avenue		December 2001				
(Street) New York, New York 10017		5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Reporting <small>(check applicable line)</small> <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person			
(City) (State) (Zip)	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security <small>(Instr. 3)</small>	2. Transaction Date <small>(Month/Day/Year)</small>	3. Transaction Code <small>(Instr. 8)</small>	4. Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4 and 5)</small>	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year <small>(Instr. 3 and 4)</small>	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Ownership <small>(Instr. 4)</small>
			Amount(A) or (D)	Price		(Instr.4)

*If the form is filed by more than one reporting person, see instruction 4(b)(v). (Over) (Print or type responses) **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)

1. Title of Derivative Security <small>(Instr. 3)</small>	2. Conversion or Exercise	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Ac-	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities <small>(Instr. 3 and 4)</small>	8. Price of Derivative

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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	quired (A) or Disposed of (D)		(Month/Day/Year)			Secur-ity (Instr. 5)	
				(A)	(D)				Date Exer-cisable Date	Expira-tion Date
Common Stock Option	\$0.3438	1/1/01	A	500	--	1/1/01	1/1/11	Common Stock	500	\$0.3438
Common Stock Option	\$1.124	4/1/01	A	500	--	4/1/01	4/1/11	Common Stock	500	\$1.124
Common Stock Option	\$1.00	10/1/01	A	125	--	10/1/01	10/1/11	Common Stock	125	\$ 1.00

Explanation of Responses:

(1) Warrants to purchase 55,000 shares of common stock are owned of record by Akin Bay Company LLC, of which Mr. Ryb

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

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a). **Signature of Reporting Person Date

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, *see* Instruction 6 for procedure.

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