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FIELDS TECHNOLOGIES INC

Form 4 April 12, 2002

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

U.S. 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(f) of the Investment Company Act of 1940

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2. Trans actic Date	rans- 3. ction ate	3. Transaction Code (Instr.8)		4. Secur or Di (Inst	rities Acq isposed of tr. 3,4 an	red, Disposed of, ities Acquired(A) sposed of (D) r. 3,4 and 5)		Amount Securit Benefic
_	Day/ Year) (Code	V	Amount	(A) or (D)	Price	of (In	Mor
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J Exchange of rights under orginal purchase agreement for addtional shares.

Reminder: Report on a separate line for each class of securities beneficially owned directly or i * If the form is filed by more than one reporting person, see Instruction on 4(b)(v).

FORM 4 (CONTINUED)

Table II -- Derivative Securities Acquired, Disposed of, or Benf (e.g., puts, calls, warrants, options, convertible secur

1.Title of Derivative Security (Instr.3)	sion or Exercise	action Date (Month/ Day/	tion Code	Derivative Securities Acquired (A) or	Expiration Date (Month/Day/		Amount of Underlying Securities (Intr. 3 and 4)		8.Pricof Of Derivati Security (Inst
				(Instr.3, 4 and 5)	Date Exer- cisable	ation		Amount or Number of Shares	5)
Options	\$1.83	3/15/02	J	400,000	0 10/17/01	10/31/03	Common	400	,000
-				800,000					
Options				1,200,000					

Explanation of Responses:

J - Relinquished option and other rights granted in original purchase agreement for additional sha

(1) Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

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Note. File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.