

ENGLOBAL CORP
 Form 4
 May 02, 2003
 SEC Form 4

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| <p align="center">FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | | <p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5</p> |
| <p>1. Name and Address of Reporting Person* Hale, Randall B.</p> <hr/> <p>(Last) (First) (Middle) 600 Century Plaza Drive, Building 140</p> <hr/> <p>(Street) Houston, TX 77073-6033</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>ENGlobal Corporation ENG</p> | <p>4. Statement for (Month/Day/Year) 04/01/2003</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |

| 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) |
| | | | Code | V | Amount | A/D | Price | | | |
| Common Stock, .001 par value | | | | | | | \$ 1,225,758 | I | Owned by Equus II Incorporated (see Note 1) | |
| Series A Preferred Stock - 2,588,000 shares at conversion rate | | | | | | | \$ 1,087,395 | I | owned by Equus II Incorporated (see Note 1) | |

| 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(DE) and Expiration Date(ED) (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 (Instr. 5) |
| | | | | Code | V | A | D | DE | ED | Title | Amount or Number of Shares | | |
| Option, giving right to buy | \$1.87 | 04/01/2003 | 05/01/2003 | A | | 20,000 | | 04/01/2003 | 04/01/2013 | common stock | 20,000 | \$ | |
| Option, giving right to buy | variable - see Note 2 | | | | | | | | | | | \$ | |

Explanation of Responses:

Note 1 - Shares shown in Table I are owned by Equus II Incorporated, which beneficially owns 9.73% of the Company's stock. Mr. Hale serves as a Vice President or agent and Director for Equus Capital Management Company. Equus Capital Management Company is the financial advisor to Equus II Incorporated, which is one of the Company's lenders and is party to various agreements in conjunction with the Petrocon merger in December 2001. These shares have previously been reported to the US Securities Exchange Commission on Schedule 13(g) and are reported here voluntarily for informational purposes.

Note 2 - Options granted by Alliance 2000 to Equus II Incorporated to acquire 200,000 shares of common stock, at an exercise price of between \$0.75 and \$1.00 per share none of which will be exercisable within 60 days of this filing. These options have previously been reported to the US Securities Exchange Commission on Schedule 13(g) and are reported here voluntarily for informational purposes.

By:
/s/ Randall B. Hale

Date:
05/01/2003

Director

** Signature of Reporting Person

SEC 1474 (9-02)

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).
 ** 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. If space 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.