

INSIGNIA SYSTEMS INC/MN  
Form 4  
December 20, 2002

|                                                      |
|------------------------------------------------------|
| OMB APPROVAL                                         |
| OMB Number: 3235-0287                                |
| Expires: January 31, 2005                            |
| Estimated average burden<br>hours per response...0.5 |

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 4

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**

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

|                                          |                                                                                 |                                                                               |
|------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person* | 2. Issuer Name and Ticker or Trading Symbol                                     | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) |
| <b>Drill      Scott      F</b>           |                                                                                 |                                                                               |
| _____                                    | _____                                                                           | _____                                                                         |
| (Last)      (First)      (Middle)        | 4. Statement for Month/Day/Year                                                 | 5. If Amendment, Date of Original (Month/Year)                                |
| <b>5025 Cheshire Lane North</b>          | <b>12/20/2002</b>                                                               |                                                                               |
| _____                                    | _____                                                                           | _____                                                                         |
| (Street)                                 | 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)         | 7. Individual or Joint/Group Filing (Check One)                               |
| <b>Plymouth      MN      55446</b>       |                                                                                 |                                                                               |
|                                          | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/>                                           |

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|        |         |       |                                  |                            |                       |                                              |
|--------|---------|-------|----------------------------------|----------------------------|-----------------------|----------------------------------------------|
| <hr/>  |         |       |                                  |                            |                       | Form filed by One Reporting Person           |
| (City) | (State) | (Zip) | <input checked="" type="radio"/> | Officer (give title below) | <input type="radio"/> | Form filed by More than One Reporting Person |
|        |         |       | <input type="radio"/>            | Other (specify below)      |                       |                                              |
| <hr/>  |         |       |                                  |                            |                       |                                              |

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

**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2a. Deemed Execution Date, if any.<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|-----------------------------------------|--------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
|                                    |                                         |                                                        | Code   V                          | Amount   or   Price<br>(D)                                           |                                                                                                   |                                                             |                                                          |
| Common Stock                       | 12/20/2002                              |                                                        | G                                 | 1,000 D                                                              | 26,836                                                                                            | D                                                           |                                                          |

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

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

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3a. Deemed Execution Date, if any.<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|--------------------------------------------------------|-----------------------------------|-------------------------------------------------------------------------------------------|
|                                               |                                                        |                                         |                                                        | Code   V                          | (A)   (D)                                                                                 |

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

| 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Securities Beneficially Owned at End of Month | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|-------------------------------------------------------------|------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------------------|
| Date Exercisable   Expiration Date                          | Amount<br>or<br>Number of<br>Title   Shares                      |                                               |                                                                                                       |                                                                                |                                                           |

**Explanation of Responses:**

/s/ **Scott Drill**

**12/20/2002**

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