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LI THEODORE S

Form 5

February 14, 2002

FORM 5

OMB APPROVAL

- ☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- ☐ Form 3 Holdings Reported
- ☒ Form 4 Transactions Reported

OMB Number 3235-0362
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL 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

1. Name and Address of Reporting Person*

Li Theodore S.

(Last) (First) (Middle)

1600 California Circle

(Street)

Milpitas CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Pacific Magtron International Corp. (PMIC)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

May 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- ☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President

7. Individual or Joint/Group Filing (Check Applicable Line)

- ☒ Form filed by One Reporting Person

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[] Form filed by More than One Reporting Person

TABLE I--NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1.Title of Security (Instr. 3)	2.Trans- action Date (Month/ Day/ Year)	3.Trans- action Code (Instr.8)	4.Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5.Amount of Securities Ben- eficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6.Owner- ship Form: Direct (I) or Indirect (D)
			(A) or Amount (D) Price		

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

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.Conver- sion or Exer- cise Price of Deriva- tive Se- curity	3.Trans- action Date (Month/ Day/ Year)	4.Transac- tion Code (Instr.8)	5.Number ative Se- cure Acquire Dispose (Instr. 3) (A)
Stock Option (Right to Buy)	\$.97	5/4/01	A4	103,092
Stock Option (Right to Buy)	\$.88	5/4/01	A4	146,908

6.Date Exercis- able and Expi- ration Date (Month/Day/ Year)	7.Title and Amount of Underlying Securities (Instr. 3 and 4)	8.Price of De- riva- tive Secu- rity (Instr. 5)	9.Number of De- rivative Securi- ties Ben- eficially Owned at End of Year Year(Instr.4)	10.Owner- ship of Deriva- tive Se- curity: Direct (D) or Indirect (I) (Instr.4)
Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	
5/4/01	5/3/06	Common Stock	103,092	D

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5/4/01 5/3/06 Common Stock 146,908 D

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Explanation of Responses:

/s/ Theodore S. Li

February 14, 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).