

Edgar Filing: LIFEN INC - Form 5

LIFEN INC
Form 5
October 10, 2002

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

FORM 5

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

- Check 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.

1. Name and Address of Reporting Person*

Gordon, Robert
444 Madison Avenue, Suite 2904
New York, New York 10022

2. Issuer Name and Ticker or Trading Symbol

Lifen, Inc. (None)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement For Month/Year

8/02

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

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

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

Resigned as officer and director effective 8/16/02.

7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by One Reporting Person
 Form filed by More Than One Reporting Person

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

1. Title of Security (Instr.3)	2. Transaction Date (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 at End of Issuer's Fiscal Year (Instr.3 and 4)	6. Ownership Form: Direct or Indirect (Instr.4)
			Amount	(A) or (D)	Price		
Common Stock	8/31/02	N/A	NONE	N/A	N/A	760,000	D

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr.3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr.3 and 4)	8. Price of Derivative Security (Instr. 5)	9.
				(A) (D)	Date	Title Amount of Number of Shares		
NONE								

Explanation of Responses:

/s/ Robert Gordon

 Signature of Reporting Person (1)

10/10/02

 Date

(1) 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 provided is insufficient, see Instruction 6 for procedure.