

ANFI INC  
Form 5  
February 12, 2003

OMB APPROVAL
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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(h) 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

<b>1. Name and Address of Reporting Person*</b>  Diaz, Wayne D. <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> (Last) (First) (Middle)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  ANFI, Inc. - ANFI <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>
1111 East Katella Avenue, Suite 220 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> (Street)	<b>4. Statement for Month/Year</b>  December 2002 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	<b>5. If Amendment, Date of Original (Month/Year)</b>  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>
Orange, CA 92867 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> (City) (State) (Zip)	<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>  <div style="display: flex; justify-content: space-between;"> <span><input checked="" type="checkbox"/> Director</span> <span><input type="checkbox"/> 10% Owner</span> </div> <div style="display: flex; justify-content: space-between;"> <span><input checked="" type="checkbox"/> Officer (give title below)</span> </div>	<b>7. Individual or Joint/Group Reporting (Check Applicable Line)</b>  <div style="display: flex; justify-content: space-between;"> <span><input checked="" type="checkbox"/> Form filed by One Reporting Person</span> </div> <div style="display: flex; justify-content: space-between;"> <span><input type="checkbox"/></span> </div>

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☐ Other (*specify below*)

President

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Form filed by More  
than One Reporting  
Person

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

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**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 at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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(A)  
or  
Amount (D) Price

Common Stock	(1)		J(1)	7.6292	A	(1)	D
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1,158,022(2) 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)	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)
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(A)	(D)
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Stock Option (right to buy)	\$1.56	2/15/02		A(3)	55,550
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**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 (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 at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
2/15/02	2/15/13	Common Stock	55,550	458,262	D

**Explanation of Responses:**

(1) In addition to the ANFI Employee Stock Purchase Plan ("ESPP") shares referred to within Footnote 2 below, these 7.6292 shares were acquired by Reporting Person through December 31, 2002, pursuant to the ANFI ESPP at various prices. The information reported herein is based on a year-end report.

(2) This includes Reporting Person's transfer of 14,042 shares on November 18, 2002, and 700 shares on December 31, 2002, from his ESPP account to his personal brokerage account. These 14,742 ESPP shares were acquired at various prices throughout the year. The information

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reported herein is based on a year-end report. This does not include ESPP share amounts as referred to within Footnote 1 above.

(3) Stock options granted pursuant to 1999 Stock Option Plan are exempt under SEC Rule 16(b)3. Exercise price is decreased \$.05 per year per option from the fair market value on the date of grant with Reporting Person's previously earned bonus monies, as allowed for within the 1999 Stock Option Plan.

/s/ Wayne D. Diaz

February 12, 2003

\_\_\_\_\_  
\*\*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 provided is insufficient, *see* Instruction 6 for procedure.

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