

ARCON CORP
Form 5
February 19, 2003

FORM 5

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

OMB APPROVAL
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Check this box if
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Section 16. Form 4
or Form 5 obligations
may continue. See
Instruction 1(b).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 3 Holdings
Reported
 Form 4
Transactions
Reported

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

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Arcon Corp.	Airtrax, Inc. (AITX)	Director <input checked="" type="checkbox"/> 10%
(Last) (First) (Middle)	3. I.R.S. Identification Number	Owner
Airtrax, Inc.	4. Statement for Month/Year	Officer (give title below) <input type="checkbox"/> Other
870-B Central Ave	of Reporting Person, if an entity (voluntary)	(specify below)
(Street)	5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)
Hammonton, NJ 08037		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> 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. 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) Amount (A) or (D) Price	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock					100,000	I	Held by Peter Amico, an affiliate
					1,408,892	D	

**Common
Stock**

**Common
Stock**

305,737

I

**Held as
security for a
loan**

**Voting
Preferred
Stock**

275,000

D

1/ Of the total amount, 20,000 shares were exercised at a total price of \$2.00, 50,000 shares were exercised at \$0.315 per share, 60,000 shares were exercised at a price of \$0.1575 per share, and 50,000 shares were exercised at a total price of \$0.01.

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).

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FORM 5 (continued)

**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 Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Nu of Deriv Secur Benef Own at En Year (Instr	
Common stock options	1/	1/		A	180,000	1/ 1/	Common stock	180,000	1/	180,000
Preferred stock	2/	2/		A	2/	2/ 2/	Common stock	2/	2/	

dividend

Explanation of Responses:

1/ The options were granted to Mr. Amico under two separate employment agreements. Of the total amount, Mr. Amico was granted stock options; (i) for 10,000 shares for services rendered during each respective annual period ending June 30, 2001 and 2002, total price of \$2.00 (for 20,000 shares), (ii) for 25,000 shares for services rendered during each respective annual period ending June 30, 2002, exercisable at \$0.315 per share, (iii) for 15,000 shares for services rendered during each respective period ended June 30, 2001 and 2002, exercisable at a price of \$0.1575 per share, and (iv) for 50,000 shares for services during the annual period ended June 30, 2001 and 2002, exercisable at a total price of \$0.01. There are no expiration dates to the options. The exercise of these options were reported upon by the reporting person on February 7, 2003.

2/ Arcon Corp. is the holder of 275,000 shares of voting preferred stock. The preferred stock has a stated value per share of \$5.00 and a dividend per share equal to 5% of the stated value. Dividends are cumulative and the holder has a right during any quarter to waive the dividend and receive the dividend in the form of common stock at a price per share equal to 30% of the lowest private offering price of the common stock. As of December 31, 2001, accrued dividends under the features of the preferred stock which have not been paid to date could result in the issuance of 246,731 shares of common stock to Arcon Corp. Accrued dividends for fiscal 2003 have not yet been accrued.

By: /s/Arcon Corp by Peter Amico, President 02/18/03
Date

Arcon Corp
**Signature of Reporting Person

**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.

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