

Edgar Filing: SONEX RESEARCH INC - Form 4/A

SONEX RESEARCH INC

Form 4/A

October 08, 2002

FORM 4 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL

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

1.Name and Address of Reporting Person*

Proactive Investment Managers, LP, 50 Osgood Place, San Francisco, CA 94133

2.Issuer Name and Ticker or Trading Symbol

Sonex Research, Inc.

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

4.Statement for Month/Year 08/02

5.If Amendment, Date of Original (Month/Year)08/02

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

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

7.Individual or Joint/Group Reporting (check applicable line)

Form Filed by One Reporting Person

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) - Amount, A or D, Price

5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year

6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

| 1. | 2. | 3. | 4. | 4. | 4. | 5. | 6. | 7 |
|--------|---------|------|--------|-----|-------|-----------|-----------|----------------|
| Title | Date | Code | Amount | A/D | Price | Owned | Ownership | Nature |
| Common | 2/15/02 | | | | | 2,909,903 | I | By LP and IAA* |
| Common | 7/23/02 | S | 5000 | D | 0.19 | 2,909,903 | I | By LP and IAA* |
| Common | 7/31/02 | S | 2500 | D | 0.26 | 2,909,903 | I | By LP and IAA* |
| Common | 8/7/02 | S | 10000 | D | 0.23 | 2,909,903 | I | By LP and IAA* |
| Common | 8/15/02 | S | 0 | D | 0.00 | 2,909,903 | I | By LP and IAA* |

*By LP and IAA= By Limited Partnerships and Investment Advisory Accounts

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)

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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)
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
10. Ownership of Derivative Security: Direct (D) or Indirect (I)
11. Nature of Indirect Beneficial Ownership

| Title | Exercise Price | Transaction Date | Code | Number A or D | Date Exercise | Title | Number Owned | Ownership D/I | Nature |
|-----------|----------------|------------------|------|---------------|---------------|--------|--------------|---------------|--------|
| Preferred | | | (1) | | current-n/a | Common | 2,071,428 | I | |
| Put | \$.50 | | | | (2a)-12/7/09 | Common | 250,000 | I | |
| Put | \$.35 | | | | current-2b | Common | 357,143 | I | |

Explanation of Responses:

- (1) Represents shares issuable upon the conversion of 725,000 shares of Preferred Stock at the rate of \$.35 per share
- 2) Represents options granted to the Issurers former president to acquire shares currently owned by Proactive, et al., exercisable as follows: 25% as of the date of grant, and 25% on each subsequent anniversary of the date of grant (a)-December 8,1999; (b)-December 15,1997

 **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.