

AMICO PETER
Form 4
March 14, 2003

FORM 4

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

OMB
APPROVAL

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

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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

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|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person*</p> <p>Amico, Peter (Last) (First) (Middle)</p> <p>870-B Central Ave (Street)</p> <p>Hammonton, NJ 08037 (City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol Airtrax, Inc. (AITX)</p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> <p>4. Statement for Month/Day/Year of Reporting Person, 3/15/03</p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>President</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
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Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans-action Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Trans-action Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|---------------------------------------|----------------------------------------------------|---------------------------------|-----------------------------------------------------------------|----------------------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 3/15/03 | 3/15/03 | P | 246,731* A | \$0.33 per share* | 1,630,623 I | Held by Arcon Corp., |

| | | | |
|-------------------------------|----------------|----------|---------------------------------------------------------------------|
| Common Stock | 280,000 | D | and affiliate |
| Common Stock | 305,737 | I | Held by third party |
| Voting Preferred Stock | 275,000 | I | as security for a loan Held by Arcon Corp., an affiliate |

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 4 (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. 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 & 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
| Preferred Stock Dividend | | 1/ | | | | 1/ 1/ | Common Stock | 1/ | |

Explanation of Responses:

1/ Arcon Corp. is the holder of 275,000 shares of voting preferred stock of the Issuer. The preferred stock has a stated value per share of \$5.00 and an annual dividend per share equal to 5% of the stated value. Dividends are cumulative and the holder has a right with respect to any fiscal quarter to waive any cash dividend for such quarter and receive the dividend in the form of common stock at a price per share equal to 30% of the lowest private offering or trading price of the common stock during such quarter. As of December 31, 2002, accrued dividends under the features of the preferred stock which have not been paid as of such date could result in the issuance of 247,945 shares of common stock to Arcon Corp.

By: /s/ **Peter Amico**

3/13/03

Date

**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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