

GRAND TOYS INTERNATIONAL INC
 Form 4
 August 10, 2001

FORM 4
 UNITED STATES
 SECURITIES AND
 EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number 3235-0287
 Expires:

December 31, 2001
 Estimated average burden

Hours per response.....0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer		
Rybakoff James B.		Grand Toys International, Inc. ("GRIN")		(Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last) (First) (Middle)	3. IRS or Social Security Number of Reporting	4. Statement for Month/Year	____ Officer (give ____ Other (specify title below) below)			
780 Third Avenue	Person (Voluntary)	July 2001	_____			
(Street) New York, New York 10017		5. If Amendment, Date of Original (Month/Year)	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			
(City) (State) (Zip)	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A)	5. For Amount Direct	6. Ownership For Amount Direct	7. N of

	(Month/ Day/ Year)	Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Price	(Instr. 3 and 4)	(I) (Instr. 4)	9. Number of Shares Beneficially Owned Directly or Indirectly at End of Month
				(Instr. 8)	(Instr. 3, 4 and 5)				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over)

* If the form is filed by more than one reporting person, see Instruction 4(b)(v). SEC 1474 (7-96)

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)	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. Number of Shares Beneficially Owned Directly or Indirectly at End of Month (Instr. 9)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date			

