

CALLOWAYS NURSERY INC  
 Form 4  
 December 13, 2002

**Form 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
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 hours per response. . . 0.5

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

**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

|  |  |  |   |                                 |   |  |
|--|--|--|---|---------------------------------|---|--|
| 1. Name and Address of Reporting Person* |  |  | 2. Issuer Name and Ticker or Trading Symbol   |                                 | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |
| Lynch Peter S.                           |  |  | Calloway's Nursery, Inc. ("CLWY")   |                                 | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner   |  |
| (Last) (First) (Middle)                  |  |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)           | 4. Statement for Month/Day/Year |   | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 82 Devonshire Street, S8A                |  |  |   | December 12, 2002               |   |  |
| (Street)                                 |  |  | 5. If Amendment, Date of Original (Month/Day/Year)                                      |                                 | 7. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| Boston MA 02109                          |  |  |   |                                 | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |
| (City) (State) (Zip)                     |  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |                                 |   |  |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------|--|--------------------------------|---|---|------------|---------|--|--|---|
|                                 |                                |  | Code                           | V | Amount  | (A) or (D) | Price   |  |  |   |
| Common Stock                    |                                |  |                                |   |   |            | 288,000 | D  |  |   |
| Common Stock                    | 12/12/02                       |  | P                              |   | 600   | A          | \$0.81  | I  | By wife  |   |
| Common Stock                    | 12/12/02                       |  | P                              |   | 4,000   | A          | \$0.82  | I  | By wife  |   |
| Common Stock                    |                                |  |                                |   |   |            | 32,000  | I  | In trust for daughter                                    |   |
| Common Stock                    |                                |  |                                |   |   |            | 32,000  | I  | In trust for daughter                                    |   |
| Common Stock                    |                                |  |                                |   |   |            | 33,000  | I  | In trust for daughter                                    |   |
| Common Stock                    |                                |  |                                |   |   |            | 6,000   | I  | In charitable lead trust                                 |   |
| Common Stock                    |                                |  |                                |   |   |            | 6,000   | I  | In charitable lead trust                                 |   |
| Common Stock                    |                                |  |                                |   |   |            | 41,200  | I  | In charitable remainder                                  |   |

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|  |  |  |  |  |  |  |  |  |  |  |       |
|--|--|--|--|--|--|--|--|--|--|--|-------|
|  |  |  |  |  |  |  |  |  |  |  | trust |
|--|--|--|--|--|--|--|--|--|--|--|-------|

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 Instructions 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

(Over)  
SEC 1474 (9-02)

**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 Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|--|--|--------------------------------------|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|--|--|--|
|  |  |                                      | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |  |
|  |  |                                      |                                |   |  |     |  |                 |   |                            |  |  |  |  |  |

Explanation of Responses:

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Peter S. Lynch

**December 13,**  
**2002**

\*\*Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.