### INTERCALLNET INC Form 4 July 11, 2002

# U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

#### 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(f) of the Investment Company Act of 1940

	Section 30(I)	of the Investmen	t Comp	dany Act of 1940				
[_]	Check box if no longer may continue. See Instr		on 16.	. Form 4 or Form 5 obligation				
1.	Name and Address of Rep	orting Person*						
(	Gershon	Scott						
(	 Last)	(First)		(Middle)				
6340	NW 5th Way							
		(Street)						
Fort	Lauderdale	FL		33309				
((	 City)	(State)		(Zip)				
Inte	IRS Identification Number of Reporting Person, if an Entity (Voluntary)							
4.	Statement for Month/Yea	r						
	6/02							
5.	If Amendment, Date of O	riginal (Month/Ye	ar)					
6.	Relationship of Reporting Person to Issuer (Check all applicable)							
	[X] Director [X] Officer (give titl	e below)		10% Owner Other (specify below)				
CEO,	Secretary, Treasurer							

7. Individual or Joint/Group Filing	(Check applic	cable line	≘)		_	
<pre>[X] Form filed by one Reporting [_] Form filed by more than one</pre>						
	=					
Table I Non-Derivative or Benef	=					
	2. Transaction Date	Code		4. Securities Acq Disposed of (D (Instr. 3, 4 a		
1. Title of Security				Amount	(A) or Price	
(Instr. 3)	(mm/dd/yy)	Code	V		(D)	
Common Stock, \$.0001 par value	6/24/02	G	V	500 <b>,</b> 000	D	
	.========					
* If the Form is filed by more that $4 \text{ (b) (v)}$ .	n one Reporti	ing Perso	on,	see Instructio	n	
Reminder: Report on a separate line for owned directly or indirectly		of securi	ities	beneficially		
(Print or	Type Response	≘)		(Over	)	

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)	of Deriv- ative Secur-	action	Code (Instr. 8)	or Disof(D) (Instrument) 4 and	ative ities red (A) sposed r. 3, 5)	Expirati (Month/I Date Exer-	able and ion Date Day/Year) Expira- tion Date	of Und Securi (Insti	derly ities r. 3	and 4)
Stock Option	\$.50					2/28/03	2/28/12	Common \$.0001 value		k 100,00
Stock Option	\$.75					2/28/04	2/28/12	Common \$.0001 value		
Stock Option	\$1.00					2/28/05	2/28/12	Common \$.0001 value		k 50,00
Warrant	\$.50					Immed.	11/28/03	Common \$.0001 value		
Warrant	\$.50					Immed.	1/3/04	Common \$.0001 value		50,00

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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).

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

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