

FLYNN JOHN D
Form 4
February 06, 2003

FORM 4 UNITED STATES SECURITIES AND OMB

EXCHANGE COMMISSION APPROVAL
Washington, DC 20549 OMB NUMBER:

// 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 Expires: January 31, 2005 Estimated average burden hours per response...0.5

(Print or Type Responses) 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Flynn	John	D.	Brass Eagle Inc. - XTRM		_____	
(Last)	(First)	(Middle)	3. I. R. S. Identification Number of Reporting Person, if an entity (Voluntary)		Director _____ 10% Owner _____ <u>X</u> Officer (give title below) _____ Other (specify below) _____ <u>Vice President - General Counsel & Secretary</u>	
	914 W. Callahan Dr. (Street)		4. Statement for Month/Day/Year 2/06/03			
Rogers,	AR	72758	5. If Amendment, Date of Original (Month/Day/Year) N/A		7. Individual or Joint/Group Reporting (check applicable line)	
(City)	(State)	(Zip)			<u>X</u>	
					Form Filed by one Reporting Person _____	
					Form Filed by More than One Reporting Person	

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, If any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Beneficially Owned Reported Transaction (Instr. 3 and 4)
			Code	V	Amount (D) Price
Brass Eagle Inc. Common Stock	2/04/03		F		250 Shares A \$5.0915 50,532

Note: Shares acquired pursuant to company's Employee Stock Purchase Plan

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 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	Date Exercisable	Expiration Date
Brass Eagle Stock Options	N/A			No Transaction			10 Years

Explanation of Responses:

/s/ John D. Flynn
** Signature of Reporting Person

February 6, 2003
Date

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).

** 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.

Last update: 09/05/2002