

FOWLER MARK S
Form 4
August 15, 2002

Form 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

OMB APPROVAL

OMB Number:
3235-0287

Expires: January 31,
2005

Estimated average
burden
hours per response. . .
0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

**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* Fowler, Mark | | | 2. Issuer Name and Ticker or Trading Symbol Talk America Holdings, Inc. (TALK) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give _____ Other (specify title below) _____ below) | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Year 08/2002 | | 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 | | |
| c/o Talk America Holdings, Inc. 12020 Sunrise Valley Drive | | | | 5. If Amendment, Date of Original (Month/Year) | | | | |
| (Street) | | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |
| Reston, VA 20191 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Owner- ship 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 | 08/13/2002 | P | | 10,000 | A | 2.41 | | D | |
| Common Stock | 08/13/2002 | P | | 15,000 | A | 2.53 | | D | |
| Common Stock | 08/13/2002 | P | | 10,000 | A | 2.58 | | I | By wife |
| Common Stock | 08/13/2002 | P | | 10,000 | A | 2.60 | | D | |
| Common Stock | 08/13/2002 | P | | 30,000 | A | 2.65 | | D | |
| Common Stock | 08/13/2002 | P | | 10,000 | A | 2.64 | 30,000(1) | I | By wife |
| Common Stock | 08/13/2002 | P | | 5,000 | A | 2.64 | 216,023 | D | |

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).

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 control number.

(Over)
SEC 1474 (3-99)

**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: FOWLER MARK S - Form 4

| 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 at End of Month (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:

(1)The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). /s/ Mark Fowler 08/15/2002
 **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.