

STENGEL MARC
 Form 4
 January 04, 2002

 FORM 4

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

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 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
 of the Investment Company Act of 1940

 1. Name and Address of Reporting Person

2. Issuer Name and Ticker or Trading Symbol

STENGEL MARC L.

 (Last) (First) (Middle)

SALES ONLINE DIRECT, INC.

3. IRS or Social Security Number of Reporting Person (Voluntary) 4. Statement for Month/Year

December 2001

3743 BIRCH LANE

(Street)

5. If Amendment, Date of Original Filing (Month/Year)

OWINGS MILLS MD 21117

 (City) (State) (Zip)

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

 1. Title of Security 2. Trans- 3. Trans- 4. Securities Acquired (A) 5. Amount of

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(Instr. 3)
COMMON STOCK, PAR VALUE
\$0.001 PER SHARE

action
Date
(Month/
Day/
Year)

action
Code
(Instr. 8)

or Disposed of (D)
(Instr. 3, 4 and 5)

Securities
Beneficial
Owned at
End of
Month
(Instr. 3
and 4)

| | Code | V | Amount | (A) or (D) | Price | 8,721,119 |
|----------------------|-----------------|---|--------|---------------|---------|-----------|
| December 3, 2001 | Rule 144 (k) | J | 10,000 | D | \$0.031 | |
| December 4, 2001 | Rule 144 (k) | J | 10,000 | D | 0.03 | |
| December 5, 2001 | Rule 144 (k) | J | 5,000 | D | 0.031 | |
| December 6, 2001 | Rule 144 (k) | J | 15,000 | D | 0.03 | |
| December 10, 2001 | Rule 144 (k) | J | 5,000 | D | 0.025 | |
| | Rule 144 (k) | J | 10,000 | D | 0.026 | |
| December 12, 2001 | Rule 144 (k) | J | 11,000 | D | 0.025 | |
| December 13, 2001 | Rule 144 (k) | J | 4,400 | D | 0.023 | |
| | Rule 144 (k) | J | 6,600 | D | 0.024 | |
| December 14, 2001 | Rule 144 (k) | J | 10,000 | D | 0.015 | |
| December 17, 2001 | Rule 144 (k) | J | 5,000 | D | 0.017 | |
| | Rule 144 (k) | J | 5,000 | D | 0.018 | |
| December 18, 2001 | Rule 144 (k) | J | 10,000 | D | 0.019 | |
| | Rule 144 (k) | J | 5,000 | D | 0.021 | |
| December 19, 2001 | Rule 144 (k) | J | 1,000 | D | 0.013 | |
| | Rule 144 (k) | J | 5,000 | D | 0.021 | |

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 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly
 (Print or Type Responses)

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)

| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-------|-------|-------|-------|-------|-------|------------------|-----------------|-------|----------------------------|
| | | | | | | | | | |
| | | | | | | Code | V | (A) | (D) |
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If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

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/ Marc L. Stengel

 Marc L. Stengel

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

