

Edgar Filing: CAMERON JAMES - Form 4

CAMERON JAMES
 Form 4
 December 16, 2002
 FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*/			2. Issuer Name and Ticker or Trading /		6. Relationship /	
			Symbol /			
			/		X Director	
			/ Alternative Technology Resources, Inc. /		X Officer	
			/ ("ATEK") /		(give	
			/		Chief	
Cameron, Jr.	James	W.	/		/	
-----	-----	-----	/		/	
(Last)	(First)	(Middle)	/ 3. IRS Identification/		/ 4. Statement for /	
			Number of /		(Month/Day/Year) /	
			Reporting Person, /		/	
			if an entity /		12/12/02 /	
			(Voluntary) /		X Form f	
			/		/	
			/ 5. If Amendment, /		___ Form f	
			Date of Original /		Person	
			(Month/Day/Year) /		/	
			/		/	
			/		/	
Sacramento,	CA	95814	/		/	
-----	-----	-----	/		/	
(City)	(State)	(Zip)	/		/	

TABLE I - NONDERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Inst.3)	2. Transaction Date (Mo/Day/Yr)	2A. Deemed Execution Date, if any (Mo/Day/Yr)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities (A) or (D) Price
/	/	/	/	/	/
/	/	/	/	/	/
/	/	/	/	/	/
/	/	/	/	/	/
/	/	/	/	/	/

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FORM 4 (continued)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. / Con- / version / or / Exercise / Price of / of / Deriv- / ative / Secu- / rity	3. / Trans- / action / Date / (Month / Day / Year)	3A. Deemed / Execution / Date, if / any / (Month / Day / Year)	4. Trans- / action / Code / (Instr. 8)	5. Number of / Derivative / Securities / Acquired / (A) or / (D) / (Inst. 3, 4, 5)	6. Date / and Expiration / Date / (Month / Day / Year)	7. Title and / Amount of / Underlying / Securities / (Instr. 3 & 4)
Warrant (1)	\$1.00	12/12/02		A	150,000	Immediately 7/25/09	Common 150,000 Stock

Explanation of Responses:

(1) In January 2002, Alternative Technology Resources, Inc. (the "Company") conducted a private placement which was completed on March 31, 2002. The Company sold 1,232,585 shares at \$2.25 per share. Mr. Cameron James participated in the January 2002 private placement and purchased 222,222 shares of common stock. Under the terms of the January 2002 private placement, in the event the Company sold additional shares of common stock at less than \$2.25 per share during a 12-month period beginning March 31, 2002, the investors in the January 2002 private placement would be entitled to common stock in amount such that the overall purchase price would be equal to the subsequent private placement. The bridge financing of \$1 million convertible into common stock at \$1.00 per share completed in January 2002 included warrants to the holder of the loan in an amount equal to 30% of the loan amount at an exercise price of \$1.00 per share. A dispute between the January 2002 investors and the Company was raised as to whether the warrants issued in the January 2002 private placement and investors in the October 2002 private placement should have the same exercise price as the warrants issued in the bridge financing. In order to resolve any dispute, the Company is granting warrants to the January and October 2002 private placement, warrants in an amount equal to 30% of their investment.

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\$1.00 per share. This amount represents Mr. Cameron's warrants based on his investment in t

/S/ JAMES W. C

James W. Camer

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 provided is insufficient, see Instruction 6 for procedure.