

AMICO PETER
Form 5
February 19, 2003

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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APPROVAL
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may continue. See
Instruction 1(b).

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

Form 3 Holdings
Reported
 Form 4
Transactions
Reported

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 Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Amico, Peter			Airtrax, Inc. (AITX)	<input checked="" type="checkbox"/> Director <u> X </u>	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number	4. Statement for Month/Year	<input checked="" type="checkbox"/> 10% Owner
			of Reporting Person, if an entity (voluntary)	12/31/2002	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
Airtrax, Inc.				5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)
870-B Central Ave					<input checked="" type="checkbox"/> Form filed by One Reporting Person
(Street)					<input type="checkbox"/> Form filed by More than One Reporting Person
Hammonton, NJ 08037					
(City)	(State)	(Zip)			

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 & 5)	5. Amount (A) or Price (D)	6. Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	7. Nature of Ownership (Instr. 4)
Common Stock						100,000	D
Common Stock						1,408,892	I Held by Arcon Corp., an

Common Stock	305,737	I	affiliate Held as security for a loan
Voting Preferred Stock	275,000	I	Held by Arcon Corp, an affiliate

1/ Of the total amount, 20,000 shares were exercised at a total price of \$2.00, 50,000 shares were exercised at \$0.315 per share, 60,000 shares were exercised at a price of \$0.1575 per share, and 50,000 shares were exercised at a total price of \$0.01.

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).

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FORM 5 (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)	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 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned at End of Year (Instr. 5)
Common stock options	1/	1/		A	180,000	1/ 1/	Common stock 180,000	1/	180,000
Preferred stock dividend	2/	2/		A	2/	2/ 2/	Common stock 2/	2/	

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Explanation of Responses:

1/ The options were granted to Mr. Amico under two separate employment agreements. Of the total amount, Mr. Amico was granted stock options; (i) for 10,000 shares for services rendered during each respective annual period ending June 30, 2001 and 2002, with a total price of \$2.00 (for 20,000 shares), (ii) for 25,000 shares for services rendered during each respective annual period ending June 30, 2002, exercisable at \$0.315 per share, (iii) for 15,000 shares for services rendered during each respective period ended June 30, 2001 and 2002, exercisable at a price of \$0.1575 per share, and (iv) for 50,000 shares for services during the annual period ended June 30, 2002, exercisable at a total price of \$0.01. There are no expiration dates to the options. The exercise of these options were reported upon by the reporting person on February 7, 2003.

2/ Arcon Corp. is the holder of 275,000 shares of voting preferred stock. The preferred stock has a stated value per share of \$5.00 and a dividend per share equal to 5% of the stated value. Dividends are cumulative and the holder has a right during any quarter to waive the dividend and receive the dividend in the form of common stock at a price per share equal to 30% of the lowest private offering price of the common stock. As of December 31, 2001, accrued dividends under the features of the preferred stock which have not been paid could result in the issuance of 246,731 shares of common stock to Arcon Corp. Accrued dividends for fiscal 2003 have not been paid.

By: /s/ Peter Amico

02/18/03

Date

Peter Amico

**Signature of Reporting Person

**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.

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