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GENERAL KINETICS INC

Form 5 July 12, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

	ONTIED DIM	WASHI	NGTON, D.	C. 20549	501111111111111		
FORM 5	ANNUAL STATEM	ENT OF	CHANGES I	N BENEFICIAI	L OWNERSHIP		
obligati _ Form 3 H	x if no longer ons may continu oldings Reporte ransactions Rep	e. See 1 d			n 4 or Form 5		
1. Name and	Address of Repo	rting P	erson				
c/o Gener	, Richard J. al Kinetics Inc restwood Drive VA 20110	orporat:	ed				
2. Issuer Na	me and Ticker o	r Tradi	ng Symbol				
General K	inetics Incorpo	rated (GKIN)				
3. IRS or So	cial Security N	umber o	f Reporti	ng Person (\	/oluntary)		
4. Statement	for Month/Year						
5/02							
5. If Amendm	ent, Date of Or	iginal	(Month/Ye	ar)			
(X) Direc	hip of Reporti tor () 10% Ow (specify belo	ner (licable)	
(X) Form () Form	l or Joint/Grou filed by One Re filed by More t	porting han One	Person Reportin	g Person			
Table I	Non-Derivative	Securit	ies Acqui	red, Dispose	ed of, or Ben	eficially	Owned
	Security	12.	3. 4		Acquired (A)		5.Amount of Securities Beneficially Owned at End of Year (Instr. 3 and 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

*If form is filed by more than one reporting person, see instruction 4(b)(v).

(Over) SEC 2270(7-96)

FORM 5 (continued)

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

Table II Derivative	Securiti [.]	tes Ac	quired,	Disposed	of, c	r Bene	eficiall	y Owned		
1.Title of Derivative Security	version or Exer cise Pr ice of	Trans Date 	saction Code (In str.	rivative rities A red(A) o posed of (Instr.3	e Secu Acqui or Dis E(D) B,4 and	cisab Expir Date Day/Y Date Exer- cisa-	ble and ration (Month/ Year)	(Instr. 3	lying es 3 and 4 nd Number	8.P of vat Sec rit (In 5)
Director Stock Option	\$.05			10,000		(2)		Common Stock	10,000)
		1		·			1		I	
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Explanation of Responses:

- (1) Granted by the compensation committee of the issuer's board of directors for no consideration.
- (2) 75% of such options have vested and are currently exercisable. The remaining 25% will vest on May 31, 2003.
- (3) Does not include options to purchase 100,000 shares which such options will only vest if the stock price reaches certain stipulated multiples of a base price of \$1.0026 (for ten consecutive trading days).

/s/ Richard J. McConnell	7/10/02
**Signature of Reporting Pe	erson Date

 $[\]ensuremath{^{**}}$ Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Note: File three copies of this Form, one of which must be manually signed. If space provided 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.