CALLOWAYS NURSERY INC

Form 4 October 24, 2002

Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005

[_] Check box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Estimated average burden hours per response. . . 0.5

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(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 Calloway's Nursery, Inc. ("CLWY") Lynch Peter Issuer (Check all applicable) (First) 3. I.R.S. 4. Statement for (Last) (Middle) [_] Director [X] 10% Identification Month/Dav/Year Owner Number of October 22, 2002 [] Officer (give [_] Other Reporting Person, 82 Devonshire Street, S8A (specify if an entity title below) below) (voluntary) 7. Individual or Joint/Group Filing (Street) 5. If Amendment, Date of Original (Month/Day/Year) (Check Applicable Line) [X] Form filed by One Reporting Person **Boston** MA 02109 [] Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially **Owned** 1. Title of Security 2. Trans-2A. 4. Securities Acquired (A) or 5. Amount of 6. 7. Nature of Deemed Transaction Disposed of (D) Owner-Indirect (Instr. 3) Securities action Execution (Instr. 3, 4 and 5) Beneficially Beneficial Code ship Date Date, if (Instr. 8) Owned Form: Ownership (mm/dd/yy) Following Direct (Instr. 4) anv (mm/dd/yy Reported (D) or Transaction Indirect (A) (Instr. 3 and (I) Code V Price Amount or 4) (Instr. (D) 4) **Common Stock** 288,000 D **Common Stock** 10/22/02 1,600 \$0.82 By wife 10/23/02 P 3,200 4,800 By wife **Common Stock** \$0.82 In trust for **Common Stock** 32,000 I daughter In trust for Common Stock 32,000 daughter In trust for **Common Stock** 33,000 I daughter In charitable 6,000 I Common Stock lead trust In charitable 6,000 I Common Stock lead trust 41,200 I **Common Stock** In charitable remainder

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									trust
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 report	ing person, see	Instructions	s 4(b))(v).				

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(Over) SEC 1474 (9-02)

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)	9.Number of Deriv- ative Secur- ities Bene- ficially Owned Follow- ing	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Trans- action(s) (Instr. 4)	(Instr. 4)	

Explanation of Responses:

Mr. Gateway acquired shares in open market. Mr. Gateway has power of attorney on his children's holdings.

**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	/s/ /s/ Peter S. Lynch	October 24, 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.

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