

STENGEL MARC
 Form 4
 December 06, 2001

 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 | 6. |
| STENGEL MARC L. | | | SALES ONLINE DIRECT, INC. | |
| (Last) | (First) | (Middle) | 3. IRS or Social Security Number of Reporting Person (Voluntary) | 4. Statement for Month/Year |
| | | | | November 2001 |
| 3743 BIRCH LANE | | | | 5. If Amendment, Date of Original (Month/Year) |
| (Street) | | | | |
| OWINGS MILLS | MD | 21117 | | |
| (City) | (State) | (Zip) | | |

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

| | | | | |
|---------------------------------|----------------|----------------|---|-------------------------|
| 1. Title of Security (Instr. 3) | 2. Transaction | 3. Transaction | 4. Securities Acquired (A) or Disposed of (D) | 5. Amount of Securities |
|---------------------------------|----------------|----------------|---|-------------------------|

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| COMMON STOCK, PAR VALUE \$0.001 PER SHARE | Date (Month/ Day/ Year) | Code (Instr. 8) | (Instr. 3, 4 and 5) | | | | Beneficial Owned at End of Month (Instr. 3 and 4) |
|--|----------------------------------|--------------------|---------------------|--------|---------------|---------|--|
| | | Code | V | Amount | (A) or (D) | Price | 8,839,119 |
| | November 1, 2001 | Rule 144(k) | J | 10,000 | D | \$0.085 | |
| | | Rule 144(k) | J | 20,000 | D | 0.0875 | |
| | | Rule 144(k) | J | 25,000 | D | 0.0975 | |
| | | Rule 144(k) | J | 15,000 | D | 0.100 | |
| | | Rule 144(k) | J | 10,000 | D | 0.1025 | |
| | November 5, 2001 | Rule 144(k) | J | 10,000 | D | 0.069 | |
| | | Rule 144(k) | J | 10,000 | D | 0.0775 | |
| | November 7, 2001 | Rule 144(k) | J | 4,000 | D | 0.065 | |
| | | Rule 144(k) | J | 6,000 | D | 0.068 | |
| | November 8, 2001 | Rule 144(k) | J | 10,000 | D | 0.0575 | |
| | November 9, 2001 | Rule 144(k) | J | 15,000 | D | 0.0475 | |
| | November 12, 2001 | Rule 144(k) | J | 10,000 | D | 0.035 | |
| | November 13, 2001 | Rule 144(k) | J | 5,000 | D | 0.035 | |
| | | Rule 144(k) | J | 5,000 | D | 0.040 | |
| | November 14, 2001 | Rule 144(k) | J | 5,000 | D | 0.0425 | |
| | | Rule 144(k) | J | 5,000 | D | 0.045 | |

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| | | | | | | | |
|--|----------------------|--|-----------------|---|--------|---|--------|
| | | | Rule 144 (k) | J | 5,000 | D | 0.0475 |
| | | | Rule 144 (k) | J | 5,000 | D | 0.050 |
| | November 15, 2001 | | Rule 144 (k) | J | 10,000 | D | 0.040 |
| | November 16, 2001 | | Rule 144 (k) | J | 10,000 | D | 0.036 |
| | November 19, 2001 | | Rule 144 (k) | J | 10,000 | D | 0.040 |
| | | | Rule 144 (k) | J | 1,000 | D | 0.0425 |
| | November 20, 2001 | | Rule 144 (k) | J | 21,000 | D | 0.043 |
| | | | Rule 144 (k) | J | 19,000 | D | 0.045 |
| | November 26, 2001 | | Rule 144 (k) | J | 10,000 | D | 0.035 |
| | November 27, 2001 | | Rule 144 (k) | J | 10,000 | D | 0.035 |
| | November 28, 2001 | | Rule 144 (k) | J | 10,000 | D | 0.033 |
| | November 29, 2001 | | Rule 144 (k) | J | 10,000 | D | 0.037 |
| | | | Rule 144 (k) | J | 10,000 | D | 0.039 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the registrant.
(Print or Type Response)

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 | 2. Conversion or Exercise | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration | 7. Title and Amount of Underlying | 8. Price of Derivative |
|------------------------|---------------------------|---------------------|---------------------|------------------------------------|------------------------------------|-----------------------------------|------------------------|
|------------------------|---------------------------|---------------------|---------------------|------------------------------------|------------------------------------|-----------------------------------|------------------------|

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| | | | | | | | |
|---------------------------|---|--------------------------|---------------|--|---------------------------|-----------------------------------|--------------------------------------|
| Security (Instr. 3) | Price of Deriv- ative Security | (Month/ Day/ Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date (Month/ Day/Year) | Securities (Instr. 3 and 4) | ative Secur ity (Inst 5) |
|---------------------------|---|--------------------------|---------------|--|---------------------------|-----------------------------------|--------------------------------------|

| | | | |
|---------|---------|-------|----------------------------------|
| Date | Expira- | | |
| Exer- | tion | | |
| cisable | Date | Title | Amount or Number of Shares |

Code V (A) (D)

If the form is filed by more than reporting person, see Instruction 4(b)(v).
Reminder: Report on a separate line for each class of securities beneficially owned directly or i

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
see Instruction 6 for procedure.