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UPGRADE INTERNATIONAL CORP /FL/

Form 4

March 06, 2001

Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

OMB APPROVAL

OMB Number: 3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Expires: December 31,

2001

[] Check box if no longer subject to Section 16. Form 4 or Form 5 obligatios may continue. 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(f) of the Investment Company Act of 1940

Estimated average burden hours per response. . .

0.5

1. Name and Address of Finance Jaffe, Howard A.	eporting Person*		d Ticker or Trading Symbol onal Corporation (UPGD)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner _X_ Officer (give Other (specify title below) below) Exec VP / COO & CFO			
(Last) (First) 1411 - Fourth Ave. Suite 629	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year 03/2001				
(Street) Seattle, WA 98101			5. If Amendment, Date of Original (Month/Year)	7. Individual or (Check Applica X_ Form filed Person Form filed Reporting Pers	ble Line) by One Re by More tha	porting	
(City) (State)	(Zip)	Table I - Non-I	Derivative Securities Acqu Owned	•	d of, or B	eneficially	
Title of Security	2. Transaction Date	3. Transaction	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities	6. Owner-	7. Nature of Indirect	

				220	Α	\$ 3.00	12,160	D	
	02/09/2001	Р		5000	Α	\$ 3.00		D	
		Code	V	Amount	(A) or (D)	Price	End of Month (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
(Instr. 3)	Date (Month/Day/Year)	Transac Code (Instr. 8	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)		rea (A) or	Securities Beneficially Owned at	Owner-ship Be Form: Ow	Indirect Beneficial Ownership	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

(Over) SEC 1474 (3-99)

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. Transactior Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed	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 Derivative Securities Beneficially Owned at End of Month	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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 $^{^{\}star}$ If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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			of(D) (Insti 4 and	r. 3,			(Instr. 4)	(Instr. 4)			
	Code	>	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

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/ Howard A. Jaffe	03/06/2001
	(4)	**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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