

Miamisburg

OH

45342

(City)

(State)

(Zip)

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

| 1. Title of Security (Inst. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired of (D) (Instr. 3, 4 and 8) | 5. (A) Amount of Securities Acquired (Instr. 3 and 4) (B) Disposed of (Instr. 3 and 4) (C) Beneficially Owned (Instr. 3 and 4) (D) Reported Indirect Ownership (Instr. 4) | 6. Date Exercisable and Expiration Date (Month/Day/Yr) | 7. Nature of Beneficial Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| | | | Code | V | Amount (A) Price or (D) | | |
| Common Stock | | | | | 170,026 | | D |
| | | | | | 3,100 | | I By Spouse |

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).

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.

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 | 3. Transaction Date (Month/Day/Yr) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) | 6. Date Exercisable and Expiration Date (Month/Day/Yr) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Nature of Beneficial Ownership (Instr. 4) |
|--|---|------------------------------------|--|--------------------------------|---|--|---|--|
|--|---|------------------------------------|--|--------------------------------|---|--|---|--|

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| Security | Day/Yr | 8) | or Disposed of (D) (Instr. 3, 4 and 5) | Code V | (A) | (D) Date | Expir-ation Date | Title | Amount or Number of Shares |
|--|--------|------------|--|--------|---------|----------|---------------------|-----------------|--|
| Option (right to buy) ⁽¹⁾ | \$6.89 | 12/12/2002 | | A | 100,000 | 12/12/03 | 12/12/12 | Common Stock | 100,000 |

Explanation of Responses:

(1) Options granted pursuant to the Huffy Corporation 1998 Key Employee Stock Plan; exercisable in equal increments on 12/12/03, 12/12/04, 12/12/05 and 12/12/06.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations

/s/ Don R. Graber

December 16, 2002

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

**Signature of Reporting Person

Date

Don R. Graber

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

225 Byers Road

see Instruction 6 for procedure.

Miamisburg, OH 45342

Huffy Corporation (HUF)

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