

GRABER DON R  
Form 4  
December 16, 2002  
**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

OMB Ap

**Washington, D.C. 20549**

OMB Nu

Expires:

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Estimate  
hours pe

     Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 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

(Print or Type Responses)

1. Name and Address of Reporting Person\*      2. Issuer Name and Ticker or Trading Symbol      6. Relationship of Reporting Person(s) to Issuer

Graber      Huff Corporation (HUF)      (Check all applicable)  
Don          X     Director

R.      3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)      4.            10% Owner Statement for     X     Officer (give title below) Month/Day/Year            Other (specify below)

(Last)      12/12/2002  
(First)      CEO, President and Chairman  
(Middle)      of the Board

225 Byers Road      (Street)

5. If An Individual Date of Original Filing (Ch  
Month/Day/Year  
    X     Form filed by One Reporting Person  
           Form filed by More than One

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 5)	5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Nature of Ownership (Instr. 4)
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/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Nature of 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) <sup>(1)</sup>	\$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 Huffly 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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12/12/2002

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