

SYNERGY TECHNOLOGIES CORP

Form 5

February 16, 2001

<p><b>FORM 5</b></p> <p>Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)</p> <p>Form 3 Holdings Reported</p> <p>Form 4 Transactions Reported</p>	<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, DC 20549</p> <p><b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>		<p>OMB APPROV</p> <p>OMB Number 3235-03</p> <p>Expires December 31, 200</p> <p>Estimate average burden hours per response.</p>
<p>1. Name and Address of Reporting Person*</p> <p>Nielson James E.</p> <p>(Last) (First) (Middle)</p> <p>P.O. Box 2850</p> <p>(Street)</p> <p>Cody Wyoming 82414</p> <p>(City) (State) (Zip Code)</p>	<p>2. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>Synergy Technologies Corporation</p> <p>"OILS"</p>		<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all Applicable)</p> <p><input type="checkbox"/>_XX_ Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(Give Title Below) (Specify Below)</p> <p>_____</p> <p>_____</p>
	<p>3. I.R.S. Identification Number of Reporting Person, If an entity (Voluntary)</p>	<p>4. Statement for Month/Year</p> <p>December 2000</p> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>7. Individual or Joint/Group Reporting (Check Applicable Line)</p> <p><input type="checkbox"/>_XX_ Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p>
<p>TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED</p>			

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
Common Stock						250,000	D	

\* If the form is filed by more than one reporting person, see instruction 4(b)(v)

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 Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options to Purchase						1/17/00	1/17/05			\$1.00	100,000		
Options to Purchase						6/13/00	12/15/02			\$1.00	250,000		
Options to Purchase						9/27/00	9/27/05			\$2.50	100,000		

<p>Explanation of Responses:</p> <p>*Only 40,000 shares can be exercised in the first year; 30,000 shares can be exercised in the second year; and 70,000 shares can be exercised in the third year.</p> <p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.</p> <p>See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> <p>Note File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.</p>	<p style="text-align: center;">_____ /s/James E. Nielson</p> <p>**Signature of Reporting Person</p>	<p style="text-align: center;">_____ February 2001</p> <p>Date</p>
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