

UPGRADE INTERNATIONAL CORP /FL/

Form 4

October 09, 2001

Form 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* Jaffe, Howard A.			2. Issuer Name and Ticker or Trading Symbol Upgrade International Corporation (UPGD)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give _____ Other (specify title below) below) Exec Vice President / Chief Operating & Financial Officer		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year 09/2001		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person		
1411 Fourth Avenue Suite 629				5. If Amendment, Date of Original (Month/Year)				
(Street)			Seattle, WA 98101					
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

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 End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common Stock	09/07/2001	P		10000	A	\$.86		D	
Common Stock	09/10/2001	P		26000	A	\$.76		D	
Common Stock	09/18/2001	P		15000	A	\$.79		D	
Common Stock	09/27/2001	P		17665	A	\$1.25	286,000	D	

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 Instructions 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.

(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. Conversion	2. Transaction	3. Transaction	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Number of	10. Ownership	11. of
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Quantity (Instr. 3)	or Exercise Price of Derivative Security	Date (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		(Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	Derivative Securities Beneficially Owned at End of Month (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Indirectly Beneficially Owned (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock										Common Stock Options		500,000	D	
Common Stock		09/30/2001			200,000		09/30/2001	09/30/2006		Common Stock Warrants	\$.75	405,000	D	

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

10/05/2001

**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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