

CALLOWAYS NURSERY INC
 Form 4
 October 24, 2002

Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

OMB APPROVAL
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Check box if no longer
 subject to Section 16.
 Form 4 or Form 5
 obligations may continue.
 See instructions 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* Lynch Peter S.			2. Issuer Name and Ticker or Trading Symbol Calloway's Nursery, Inc. ("CLWY")			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year October 22, 2002			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner	
82 Devonshire Street, S8A							<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)	
(Street) Boston MA 02109			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (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								288,000	D	
Common Stock	10/22/02		P		1,600	A	\$0.82		I	By wife
Common Stock	10/23/02		P		3,200	A	\$0.82	4,800	I	By wife
Common Stock								32,000	I	In trust for daughter
Common Stock								32,000	I	In trust for daughter
Common Stock								33,000	I	In trust for daughter
Common Stock								6,000	I	In charitable lead trust
Common Stock								6,000	I	In charitable lead trust
Common Stock								41,200	I	In charitable remainder

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										trust
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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).

(Over)
SEC 1474 (9-02)

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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. 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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V			Date Exercisable	Expiration Date							Title

Explanation of Responses:

Mr. Gateway acquired shares in open market. Mr. Gateway has power of attorney on his children's holdings.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ /s/ Peter S. Lynch

**October 24,
2002**

**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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