

ABRAMS JANET B
Form 4
December 31, 2002

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 4

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**

x Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

<p>1. Name and Address of Reporting Person*</p> <p>ABRAMS, JANET B.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>P.O. BOX 53407</p> <hr/> <p><i>(Street)</i></p> <p>ATLANTA, GA 30355</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>ABRAMS INDUSTRIES, INC. (ABRI)</p> <hr/> <p>4. Statement for Month/Day/Year</p> <p>12/30/2002</p> <hr/> <p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input type="radio"/> Director <input checked="" type="radio"/> 10% Owner</p> <p><input type="radio"/> Officer <i>(give title below)</i></p> <p><input type="radio"/> Other <i>(specify below)</i></p> <hr/>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p> <hr/> <p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p> <hr/> <p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input checked="" type="radio"/> Form Filed by One Reporting Person</p> <p><input type="radio"/> Form Filed by More than One Reporting Person</p>
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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* instruction 4(b)(v).

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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>	
			Code V	Amount	(A) or (D) Price			
Common Stock, \$1.00 par value	12/30/2002		J (1)	612,208	D	0	I	By Kandu Partners, L.P.
Common Stock, \$1.00 par value	12/30/2002		J (2)	48,272	A	109,005	D	
Common Stock, \$1.00 par value						25,064	I	By Purple Heart Partners LLLP(3)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

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)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Explanation of Responses:

(1) The shares are held by Kandu Partners, L.P. The Reporting Person resigned as a director from the corporate general partner of Kandu Partners, L.P. effective on the transaction date.

(2) The shares acquired were distributed to the Reporting Person from two trusts.

(3) The shares are held by Purple Heart Partners LLLP. The Reporting Person, along with David L. Abrams, jointly controls the general partner of Purple Heart Partners LLLP. The filing of this report shall not be deemed to be an admission by the Reporting Person that she beneficially owns the reported shares, and she hereby disclaims the same, except to the extent of her pecuniary interest therein.

/s/ Janet B. Abrams

12/30/2002

**Signature of Reporting
Person

Date

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

