SEC Form 4

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Natur Indirect
		Table I - Nor	n-Derivative S	ecurities Acq	uired, Disp	oosed of, or Benefi	cially	Owned		
(City)	(State)	(Zip)						Person		
SOMERSET	NJ	08873					X	Form filed by One Form filed by Mor		
(Street)			4. If Am	nendment, Date of (Original Filed	(Month/Day/Year)	6. Indiv Line)	ridual or Joint/Group	Filing (Check A	pplicable
300 ATRIUM I	· · /	(09/15/	2003				Chief Fina	ncial Officer	
(Last)	(First)	(Middle)		of Earliest Transac	ction (Month/D	ay/Year)	x	Officer (give title below)	Other below	' (specify /)
1. Name and Addr FILIPPELL	1 0	Person*		er Name and Ticke MSTAFF INC				tionship of Reportin all applicable) Director	suer Dwner	
Instruction 1(b)	l.			nt to Section 16(a) of the In		es Exchange Act of 1934 Ipany Act of 1940		L		

urity (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction of Code (Instr. De 8) Se Ac (A) Dis of		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ive ies ed ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$2.29	09/15/2003		A		50,000		09/15/2004 ⁽¹⁾	09/15/2008	Common Stock	50,000	\$0.00	50,000	D	

Explanation of Responses:

1. Options vest as follows: one-half of option grant vests on first anniversary date of date of grant, remainder vests on second anniversary date of date of grant.

09/1<u>5/2003</u>

Date

** Signature of Reporting Person

Rick J. Filippelli

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).

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.