

Edgar Filing: RUDIS JAMES - Form 4

RUDIS JAMES

Form 4

November 01, 2002

FORM 4

U.S. 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
instruction 1(b).

OMB APPROVAL

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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 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (check one)	
			Overhill Farms, Inc. (OFI(1))			
Rudis	James		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Day/Year	X	Director
(Last)	(First)	(MI)		10/30/02	---	Officer
2727 East Vernon Avenue					---	(give relationship below)
(Street)				5. If Amendment, Date of Original (Month/Day/Year)	---	President
Vernon	California	90058			---	7. Individual Filing Line)
(City)	(State)	(Zip)			---	
					X	For

						For
					---	Rep

Table I - Non-Derivative Securities Acquired, Disposed of or B

1. Title of Security (Instr.3)	2. Transaction Date (Month/Day/Yr)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr.8)	4. Security Acquired (A) or Disposed of (D) (Instr.3, 4 & 5)	5. Amount, Number of Shares, or Units (Instr.3, 4 & 5)
			Code V	Amount (D) Price	

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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 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)	3A. Deemed Execution Date, if any (Month/ Day/Year)	4. Transaction Code (Instr. 8)	5
				Code	V
Stock Option (right to buy)	\$1.60	10/30/02		A	
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6. Date Exercisable & Expiration Date (Mon./Day/Year)	7. Title & Amount of Underlying Securities (Inst. 3 & 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Follow- ing Reported Trans- action(s) (Instr. 4)	1

Date Expira- Title Amount or number

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Exer- cisable	tion Date	of Shares			
01/01/03	10/30/02	Common Stock	300,000		300,000
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Explanation of Responses:

(1) Proposed ticker symbol reserved with the American Stock Exchange.

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

/s/ James Rudis

**Signature of Re

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 Number.