INTERPOOL INC Form 4 July 10, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 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(f) of the Investment Company Act of 1940

Section	30(1) Of the investment con	mpany ACC OI 1940
[_] Check box if no lo may continue. See		6. Form 4 or Form 5 obligations
1. Name and Address o	f Reporting Person*	
Tuchman	Martin	
(Last)	(First)	(Middle)
c/o Interpool, Inc. 211 College Road Eas	t	
	(Street)	
Princeton	New Jersey	08540
(City)	(State)	(Zip)
2. Issuer Name and Ti	cker or Trading Symbol	
Interpool, Inc. (I	PX)	
3. IRS or Social Sec	urity Number of Reporting 1	Person (Voluntary)
4. Statement for Mont	h/Year	
June 2002		
5. If Amendment, Date	of Original (Month/Year)	
6. Relationship of Re (Check all applica	porting Person to Issuer ble)	
<pre>[X] Director [X] Officer (give</pre>	_] 10% Owner] Other (specify below)

Chairman/CEO

	one Reporting Pe				
Table I Non-Derivativ or Ber	Peneficially Owned 2. Transaction Date	3.	4. Securities Acquisities Acquisposed of (D. (Instr. 3, 4 a	A) or	
1. Title of Security (Instr. 3)		Code (Instr. 8)	- Amount	(A)	
Common Stock	06/28/2002	A		D	

- (1) On June 28, 2002 Martin Tuchman fully redeemed his interest upon the maturation of the 1997 Goldman Sachs Exchange Fund to which he had contributed 232,000 shares of Interpool, Inc. common stock.
- (2) Aggregate indirect beneficial interest in 506,889 shares includes 3,037 shares owned by Mr. Tuchman's wife, 4,749 shares owned by the estate of Mr. Tuchman's mother; 1,500 shares held by Mr. Tuchman's wife's pension plan; 8,668 shares held by a pension plan f/b/o Mr. Tuchman; 96,619 shares held by a revocable grantor trust of which Mr. Tuchman is the grantor and

trustee and Mr. Tuchman's brother is the beneficiary; 182,381 shares held by Princeton International Properties, Inc. a New Jersey corporation wholly owned by the reporting person and his wife; 513 shares held by Kingstone Capital Group LLC a New Jersey limited liability company in which Mr.Tuchman owns a 51.304% interest through Princeton International Properties, Inc. a New Jersey corporation wholly owned by Mr. Tuchman and his immediate family; 7,000 shares owned by The Tuchman Foundation, a New Jersey Non-Profit organization of which Mr. Tuchman and his immediate family are the Trustees and 202,422 shares invested in the WSW Exchange Fund.

(Print or Type Response) (Over)

FORM 4 (continued)

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

1. of Title of Deriv-		3. Trans- Trans- action action Code Date (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)				
Security		Day/				Exer-		m I v I	
(Instr. 3)	ity 	Year) 		(A)	·	cisable 		Title	

Explanation of Responses:

/s/ Martin Tuchman 7/10/02

**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 provided is insufficient, see Instruction 6 for procedure.

Page 2