INTERCALLNET INC Form 4 July 11, 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(f)	of the Investment	_	
[_]	Check box if no longer smay continue. See Instruc		16.	Form 4 or Form 5 obligations
1.	Name and Address of Repor	rting Person*		
1	Pacinelli	George		
(Last)	(First)		(Middle)
6340	NW 5th Way			
		(Street)		
Fort	Lauderdale	FL		33309
((City)	(State)		(Zip)
2.	Issuer Name and Ticker or	r Trading Symbol		
Inte	rcallnet, Inc. (ICLN)			
3.	IRS Identification Number	r of Reporting Per	son,	if an Entity (Voluntary)
4.	Statement for Month/Year			
	6/02			
5.	If Amendment, Date of Or:	iginal (Month/Year)	
6.	Relationship of Reporting (Check all applicable)	g Person to Issuer		
	<pre>[X] Director [X] Officer (give title</pre>	below)		10% Owner Other (specify below)

President

7. Individual or Joint/Group Filing	(Check applic	cable line)		_		
<pre>[X] Form filed by one Reporting [_] Form filed by more than one</pre>							
					_		
Table I Non-Derivative or Benef	=						
			====		=		
	2. Transaction Date (mm/dd/yy)	Code		4. Securities Acquired Disposed of (Disposed)		
1. Title of Security				Amount	(A) or	Price	
(Instr. 3)		Code	V		(D)		
Common Stock, \$.0001 par value	6/24/02	G	V	250,000	А		
* If the Form is filed by more that 4(b)(v).							
Reminder: Report on a separate line f owned directly or indirectl		of securi	ties	beneficially			
(Print or Type Response) (Over)							

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

1. Title of	Price of	3. Trans- action Date (Month/	action Code (Instr. 8)	or Disposed of (D) (Instr. 3, 4 and 5)		Exercisable and Expiration Date (Month/Day/Year)				
Derivative Security	ative Secur-					Date Exer-	Expira- tion		Ni o:	Number of
(Instr. 3)	ity	Year)		(A)	(D)	cisable	Date	Title		Shares
Stock Option	\$.50					2/28/03	2/28/12			100,00
Stock Option	\$.75					2/28/04	2/28/12			100,00
Stock Option	\$1.00					2/28/05	2/28/12	Common \$.0001 value		
Stock Option	\$.05					Immed.	5/31/04	Common \$.0001 value		

Explanation of Responses:

/s/ George Pacinelli 6/28/02

**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