

OCONNOR SEAN MICHAEL
 Form 4
 March 11, 2003
 SEC Form 4

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| <p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5</p> | |
| <p>1. Name and Address of Reporting Person*</p> <p>O'Connor, Sean Michael</p> <hr/> <p>(Last) (First) (Middle)</p> <p>220 E. Central Parkway Suite 2060</p> <hr/> <p>(Street) Altamonte Springs, FL 32701</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>International Assets Holding Corporation IAAC</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for (Month/Day/Year)</p> <p>03/07/2003</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description CEO</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
|--|--------------------------------------|--|--------------------------------|---|--|-----|-------|---|--|---|
| 1. Title of Security (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 Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | Amount | A/D | Price | | | |
| | | | | | | | | | | |

| 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. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Num |
| | | | | | | | | | Deri |
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| | | | | Code | V | A | D | DE | ED | Title | Amount or Number of Shares | | |
|----------------------|--------|------------|--|------|---|---|--------|------------|------------|--------|----------------------------|--------|----|
| Stock Options - ISO | \$2.50 | 03/07/2003 | | J | | | 54,126 | 12/06/2003 | 03/07/2013 | Common | 54,126 | \$2.50 | 19 |
| Stock Options -- NSO | \$2.50 | 03/07/2003 | | J | | | 78,374 | 12/06/2003 | 03/07/2013 | Common | 78,374 | \$2.50 | 7 |
| | \$ | | | | | | | | | | | \$ | |

Explanation of Responses:

Vesting schedule for ISO options is that 18,042 options will be eligible for exercise on 12/06/03; an additional 18,042 will be eligible on 12/06/04; the remaining 18,042 will be eligible on 12/6/05. The vesting schedule for the NSO options is that 26,125 options will be eligible for exercise on 12/6/03; an additional 26,125 options will be eligible on 12/06/04; the remaining 26,124 options will be eligible for exercise on 12/6/05.

By:

Date:

/s/ Sean M. O'Connor

03/11/2003

Sean M. O'Connor

** Signature of Reporting Person

SEC 1474 (9-02)

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.
 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.