SOKOLOW LEONARD J Form 4 October 24, 2002

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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(h) of the Investment Company Act of 1940

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b).

Name and Address of Reporting Person*	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	
SOKOLOW, LEONARD J.		vFinance, Inc. (VFIN)			
(Last) (First) (Middle)	_				
c/o vFinance, Inc. 3010 North Military Trail, Suite 300		Statement for Month/Day/Year	5.	If Amendment, Date of Original (Month/Day/Year)	
Suite 300		Oct. 23, 2002			
(Street)			•		
	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)	
Boca Raton, Florida 33431	-	X Director X 10% Owner		X	Form Filed by One Reporting Person
(City) (State) (Zip)		X Officer (give title below)		o	Form Filed by Monthan One Reporting
		Other (specify below)			Person
		President and Chief Executive Officer			

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).

	Transaction 2 Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 4 Code (Instr. 8)	ction 4. Securities Acquired (A Disposed of (D) (Instr. 3, 4 and 5)		d (A) or 5.Amount of Sec- urities Beneficially Owned Following Reported Trans- action(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) or (D)	Price			
Common Stock	10/23/02		J (1)	206,757	A	(1)	502,962	D	
Common Stock							3,108,333	I	(2)
				Page 2					

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)						
Title of Derivative 2. Security (Instr. 3)	Conversion or Exercise 3. Price of Derivative Security	Transaction Date (Month/Day/Year)	A. Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction 5. Code (Instr. 8)		(A) or Disposed of (D)
				Code V	(A)	(D)
						<u> </u>
			Page 3			

Table II			nired, Disposed of, or Beneficial ants, options, convertible secur		_
6. Date Exercisable and 7. Expiration Date (Month/Day/Year)	Title and 8. Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	es 10.Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.Nature of Indirect Beneficial Ownership (Instr. 4)
Date Expiration Exercisable Date	Amount or Number of Title Shares				
xplanation of Responses	:				
	the Company's Cor		Agreement") dated August 20, 20 k upon fulfillment of the terms of		
2) Held of record by Gene	sis Partners, Inc., a	corporation	n controlled by Mr. Sokolow.		
	/s/ Leonard J. Soko	olow	October 24, 2002		
-	**Signature of Rep	orting	Date		

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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