

STENGEL MARC
 Form 4/A
 January 28, 2002

FORM 4

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

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 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
 of the Investment Company Act of 1940

1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading Symbol 6

STENGEL MARC L. SALES ONLINE DIRECT, INC.

3. IRS or Social Security Number of Reporting Person (Voluntary) 4. Statement for Month/Year

(Last) (First) (Middle)

December 2001

3743 BIRCH LANE

5. If Amendment, Date of Original Filing (Month/Year)

(Street)

OWINGS MILLS MD 21117

(City) (State) (Zip)

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security 2. Trans- 3. Trans- 4. Securities Acquired (A) 5. Amount of

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(Instr. 3)
COMMON STOCK, PAR VALUE
\$0.001 PER SHARE

action
Date
(Month/
Day/
Year)

action
Code
(Instr. 8)

or Disposed of (D)
(Instr. 3, 4 and 5)

Securities
Beneficial
Owned at
End of
Month
(Instr. 3
and 4)

	Code	V	Amount	(A) or (D)	Price	8,554,119*
December 3, 2001	Rule 144 (k)	J	10,000	D	\$0.031	
December 4, 2001	Rule 144 (k)	J	10,000	D	0.03	
December 5, 2001	Rule 144 (k)	J	5,000	D	0.031	
December 6, 2001	Rule 144 (k)	J	15,000	D	0.03	
December 10, 2001	Rule 144 (k)	J	5,000	D	0.025	
	Rule 144 (k)	J	10,000	D	0.026	
December 12, 2001	Rule 144 (k)	J	11,000	D	0.025	
December 13, 2001	Rule 144 (k)	J	4,400	D	0.023	
	Rule 144 (k)	J	6,600	D	0.024	
December 14, 2001	Rule 144 (k)	J	10,000	D	0.015	
December 17, 2001	Rule 144 (k)	J	5,000	D	0.017	
	Rule 144 (k)	J	5,000	D	0.018	
December 18, 2001	Rule 144 (k)	J	10,000	D	0.019	
	Rule 144 (k)	J	5,000	D	0.021	
December 19, 2001	Rule 144 (k)	J	1,000	D	0.013	
	Rule 144 (k)	J	5,000	D	0.021	

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 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly
 (Print or Type Responses)

FORM 4 (continued)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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If the form is filed by more than reporting person, see Instruction 4(b)(v).
 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

Explanation of Responses:

*This Form 4 is being filed as an amendment to the Form 4 filed with the Commission on January 4, 2002, and other previous Form 4's of Mr. Stengel, contained a notation that Mr. Stengel was "Chairman of a Group." This was an inadvertent error. Mr. Stengel has never served as Chairman of Sales Online and was not intended to be characterized as a "Possible Deemed Member of a Group". This Form 4 contains a mathematical error in the Form 4 filed January 4, 2002. As of December 31, 2001, Mr. Stengel did not own any shares of common stock of the Company, as disclosed in Section 5 of Table 1. Mr. Stengel beneficially owned common stock of the Company as of that date. Section 5 of Table 1 has been amended to correct this error.

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

/s/ Marc L. Stengel

Marc L. Stengel

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