

AI SOFTWARE INC
 Form 4
 March 28, 2003

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

Check if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

| | | | |
|--|---|---|---|
| 1. Name and Address of Reporting Person* LAWSON, HARVEY M.J. | 2. Issuer Name and Ticker or Trading Symbol AI SOFTWARE INC.; OTCBB:AISF | | 6. Relationship of Reporting Person(s) to Issuer (all applicable) <input checked="" type="checkbox"/> Director |
| (Last) (First) (Middle) 464 SOMMERSET STREET | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) N/A | 4. Statement for Month/Day/Year 03/27/2003 | <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) President, Treasurer and Secretary |
| (Address) N. VANCOUVER B.C. V7N 1G3 | | | |
| (City) (State/Prov) (Zip/Postal) | | 5. If Amendment, Date of Original (Month/Day/Year) N/A | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person |
| Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | |

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| 1. Title of Security (Instr.4) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date (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 Transactions (s) (Instr.3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr.4) | 7. of Be Ov (In |
|--------------------------------|--------------------------------------|--|-------------------------------|---|--|-------|--|---|-----------------|
| | | | Code | V | Amount (A) or (D) | Price | | | |
| COMMON | MARCH 19, 2003 | N/A | D | | 975,000 | 0 | 275,000 | D | N/A |
| | | | | | | | | | |
| | | | | | | | | | |

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 5(b)(v).

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 control number.

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. 4) | 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 & Expiration Date (Month/Day/Year) | |
|--|--|--------------------------------------|--|-------------------------------|---|---|-----|--|-----------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date |
| N/A | N/A | N/A | N/A | N/A | | N/A | | N/A | |

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Explanation of Responses: On March 19, 2003, the reporting person returned a total of 975,000 shares of common stock of the Issuer for no cash or other consideration. Following the return to treasury, the reporting person owns a total of 275,000 shares of common stock.

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|---------------------------------|-----------------------|
| - | - |
| <u>/s/ Harvey M.J. Lawson</u> | <u>March 27, 2003</u> |
| **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).