

THOMPSON SANDRA L
Form 5
February 14, 2002

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                        OMB APPROVAL
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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 5

ANNUAL 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

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person*

| | | |
|-------------------------------------|---------|----------|
| Thompson | Sandra | L. |
| (Last) | (First) | (Middle) |
| 1405 South Orange Avenue, Suite 601 | | |
| (Street) | | |
| Orlando | Florida | 32806 |
| (City) | (State) | (Zip) |

2. Issuer Name and Ticker or Trading Symbol

U.S. Medical Group, Inc. (NASDAQ OTC Bulletin Board: USMG)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

n/a

4. Statement for Month/Year

12/31/01

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

n/a

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

- | | |
|--|--|
| <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| <input checked="" type="checkbox"/> Officer (give title below) Chief Operating Officer, Treasurer and Secretary | <input type="checkbox"/> Other (specify below) |

7. Individual or Joint/Group Filing
(Check applicable line)

- Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person
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Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

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| 1. Title of Security (Instr. 3) | 2. Transaction Date (mm/dd/yy) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount Security Beneficially Owned as of Fiscal (Instr. and 4) |
|---------------------------------------|---|---|--|------------------|-------|--|
| | | | Amount | (A) or (D) | Price | |
| Common Stock | -- | 3 | 1,295,000 | -- | -- | 1,295,000 |
| | | | | | | |
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* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)
SEC 2270 (3-99)

FORM 5 (continued)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expir- ation Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares |
|--|---|--|---|--|---|--|
|--|---|--|---|--|---|--|

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Explanation of Responses:

The Reporting Person's position as an officer and director when the shares of the Issuer were registered pursuant to Section 12(g), on February 16, 2000, triggered the filing of a Form 3. The Reporting Person became a 10% beneficial owner when she joined with other reporting persons for the purpose of acquiring shares of the Issuer, on or about October 23, 2001.

/s/ Sandra L. Thompson

February 14, 2002

**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