

SHAW JERRY  
Form 5/A  
April 11, 2003

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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(h) 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

<b>1. Name and Address of Reporting Person*</b>  Shaw, Jerry <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> (Last) (First) (Middle)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  Insituform Technologies, Inc. (INSU) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>
705 McBride Pointe <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> (Street)	<b>4. Statement for Month/Year</b>  February 2002 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	<b>5. If Amendment, Date of Original (Month/Year)</b>  February 2002; filed February 7, 2003 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>
Wildwood, MO 63011 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> (City) (State) (Zip)	<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer (give title below)	<b>7. Individual or Joint/Group Reporting (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/>

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Other (*specify below*)  
Vice President-Tunneling  
(Affholder, Inc., a wholly-owned  
subsidiary of the issuer)

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Form filed by More  
than One Reporting  
Person

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\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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(A)  
or  
Amount (D) Price

None

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

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
					(A)	(D)

Stock Option (right to buy)	\$23.92	2/25/02		A(1)	8,053	--
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Stock Option (right to buy)	\$23.92	2/25/02		A(2)	748	--
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**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued**  
*(e.g., puts, calls, warrants, options, convertible securities)*

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned at End of Year <i>(Instr. 4)</i>	10. Ownership of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2/25/02(1)	2/25/12	Class A common shares, \$.01 par value	8,053	See column 2	32,453	D	--
2/25/02(2)	2/25/12	Class A common shares, \$.01 par value	748	See column 2	1,898	I	By spouse

**Explanation of Responses:**

- (1) Grant to the undersigned of option to buy 8,053 shares of common stock under the issuer's 2001 Employee Equity Incentive Plan, 2,013 of which are exercisable on February 25, 2002 (date of grant), 2003 and 2004, respectively, and 2,014 of which are exercisable on February 25, 2005.
- (2) Grant to the undersigned's spouse of option to buy 748 shares of common stock under the issuer's 2001 Employee Equity Incentive Plan, 187 of which are exercisable on February 25, 2002 (date of grant) and each anniversary thereof through February 25, 2005, respectively.

/s/ Jerry Shaw	March 31, 2003
_____	_____
**Signature of Reporting Person	Date

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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).

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

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