ABUHOFF JACK Form 4 May 09, 2002

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, Sec

Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment

() Check here if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

-----|1 Name and Address of Reporting Person * |2 Issuer Name and Ticker/Trading Symbol|6 | Abuhoff Jack S | Innodata Corporation/INOD (First) | (Last) (Middle) | 3 IRS or Social | 4 Statement for | (| Security Number | Month/Year | (| Three University Plaza | of Reporting | April 2002 | Ch (Street 1) | Person | (Voluntary) |-----|--| 5 If Amendment, | 7 | Date of Original | | (Month/Year) | F (Street 2) NJ 07601 | Hackensack | ((State) (Zip) | | (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic

1 Title of Security	2 Trans-	3 Trans	s-	4 Securiti	es Acquired	5 Amount of	16
(Instruction 3)	action	action	n	(A) or Di	sposed of (D)	Securities	F
	Date	Code		(Instruct	ions 3, 4, 5)	Beneficially	D
1	(Month/	(Inst	8)			- Owned at	
	Day)			Amount	(A) Price	End of Month	Ir
	Year)	Code	V		(D)	(Instrs 3, 4)	(
					-	-	-
Common Stock	4/1/02	M		6,996	A \$.50	121,992	
	1						

Reminder: Report on a separate line for each class of securities beneficially owned directly or * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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Table II - Derivative Securities Acquired, Disposed of, or Benefici (Puts, Calls, Warrants, Options, Convertible Securities)

1		1 1		ı	1	
I	1			I	I	ı
1 Title of	2 Con-	3 Trans- 4 Trans- 5 N	Number of	6 Date	7 Title ar	nd Amount 8
Derivative	ver-	action action De	erivative	Exercisable and	of Underl	Lying o
Security	sion	Date Code Se	ecurities	Expiration Date	Securitie	es D
(Instr 3)	or	(Month/ (Instr Ac	equired (A) or	(Month/Day/Year)	(Instructi	ons 3,4) v
	Exer-	Day/ 8) Di	sposed of (D)			S
	cise	Year) (Ir	nstrs 3, 4, 5)	Date Expir-		Amount u
	Price			Exer- ation	Title	or Num- (I
	1	Code V	(A) (D)	cisable Date		ber of
	1					Shares
Options	\$.50	4/1/02 M	6,996	l l	Common	6,996
1					Stock	L

Explanation of Responses:

_____Jack S. Ab ** Signature of Re

Note: Transmit one copy of this Form to EDGAR, using a typed signature. If space is insufficient, see Instruction 6 for procedure.

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