

STERLING DAVID
Form 4
February 07, 2003

| FORM 4 |

OMB APPROVAL

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

OMB NUMBER: 3235-0287
EXPIRES: JANUARY 31, 2005
ESTIMATED AVERAGE BURDEN
HOURS PER RESPONSE.....0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

STERLING

DAVID

A.

(Last)

(First)

(Middle)

C/O UNITED DIAGNOSTIC, INC.
823 MAIN STREET

(Street)

HOPE VALLEY

RI

02832

(City)

(State)

(Zip)

2. Issuer Name AND Ticker or Trading Symbol

UNITED DIAGNOSTIC, INC. (UNDI)

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

4. Statement for Month/Day/Year

FEBRUARY 5, 2003

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

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

[X] Director

[X] 10% Owner

[X] Officer (give title below)

[] Other (specify below)

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Secretary

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. Trans- action Date (Month/ Day/Year)	2A. Deemed Execution Date, if any (Month/ Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Code	V	Amount	(A) or (D)	Price
Common Stock	February 5, 2003		J(1)		1,700,000	A	\$0.01 per share

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 4(b) (v).

PERSONS WHO 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.

(Over)
SEC 1474 (9/02)

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FORM 4 (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)	3A. Deemed Execut- ion Date, If Any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	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 Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares

Explanation of Responses: SEE SCHEDULE A ATTACHED HERETO AND MADE A PART HEREOF FOR EXPLANATION OF RESPONSES.

/s/ David A. Sterling February 6, 2003

**Signature of Reporting Person Date
David A. Sterling

** 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 is insufficient, see Instruction 6 for procedure.

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 Number.

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SCHEDULE A

EXPLANATION OF REPSONSES

1. On February 5, 2003, Mr. Sterling formally elected to convert an aggregate of \$17,000 of loans and other obligations owed to him by the Company into 1,700,000 shares of common stock