

P F CHANGS CHINA BISTRO INC
Form SC 13G/A
February 14, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)¹

**INFORMATION TO BE INCLUDED IN STATEMENT FILED PURSUANT
TO RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

P.F. Chang's China Bistro, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.001

(Title of Class of Securities)

69333Y 10 8

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Name of Reporting Persons.

I.R.S. Identification No. of above Persons (Entities Only).

Paul Fleming Social Security # 433-92-0950

2. Check the Appropriate Box if a Member of a Group

(a) ☐(b) ☐

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

NUMBER OF 1,422,000

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY N/A

EACH 7. Sole Dispositive Power

REPORTING

PERSON 1,422,000

WITH 8. Shared Dispositive Power

N/A

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,422,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

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11. Percent of Class Represented by Amount in Row (9)

5.67%

12. Type of Reporting Person

IN

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Item 1(a). Name of Issuer:

P.F. Chang's China Bistro, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

15210 N. Scottsdale Rd., Suite 300

Scottsdale, Arizona 85254

Item 2(a). Name of Person Filing:

Paul Fleming

Item 2(b). Address of Principal Business Office or, if None, Residence:

5112 North 40th Street, Suite 101

Phoenix, Arizona 85018

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

Common Stock, Par Value \$0.001

Item 2(e). CUSIP Number:

69333Y 10 8

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not applicable.

Item 4. Ownership:

(a) Amount beneficially owned: 1,422,000

(b) Percent of class: 5.67%

(c) Number of shares as to which such person has:.

(i) Sole power to vote or to direct the vote: 1,422,000

(ii) Shared power to vote or to direct the vote: N/A

(iii) Sole power to dispose or to direct the disposition of: 1,422,000

(iv) Shared power to dispose or to direct the disposition of: N/A

Item 5. Ownership of Five Percent or Less of a Class:

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following "

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certifications:

(a) Not applicable.

(b) Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2003

By: /s/ Paul Fleming

Paul Fleming