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LI THEODORE S Form 4 June 10, 2002

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U.S. 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 [] Check this box if no longer subject of Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). ______ 1. Name and Address of Reporting Person* Theodore -----(First) (Middle) (Last) 1600 California Circle

(Street)

Milpitas CA 95035 (State) (Zip) ______

2. Issuer Name and Ticker or Trading Symbol

Pacific Magtron International Corp. (PMIC)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

May 2002

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

6. Relationship of Reporting Person to Issuer

(Check all applicable)

[X] Director

[X] 10% Owner

[X] Officer (give title below) [] Other (specify below)

President.

7. Individual or Joint/Group Filing (Check applicable line) [X] Form filed by one Reporting Person

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[] Form filed by more than one Reporting Person

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Form 4 (continued)

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

Title of	Transaction	Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)(A)	ities Bene- ficially Owned at End (D)	ship Form: Direct or	Owner-
Security			Amount or Price			-
_			(D)		(Instr.4)	•
Common Stock	5/1/02	S	50,000 D \$1.05	2,155,800	D	
=========						

^{*} If the Form is filed by more than one Reporting Person, see Instruction $4\,\mbox{(b)}\,\mbox{(v)}\,.$

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

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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)

					.=========			
				Number				Num
				of				of
				Deriv-		Title and		Der
	Conver-	Conversion of				Amount of	ati	
	sion					Underlying	Sec	
	of					Securities	iti	
	Exer-			Acquired	Date	(Instr. 3	Price	Ben
	cise		Trans-	(A) or	Exercisable and	and 4)	of	fic
	Price	Trans-	action	Disposed	Expiration Date		Deriv-	Own
	of	action	Code	of(D)	(Month/Day/Year)	Amount	ative	at
Title of	Deriv-	Date	(Instr.	(Instr.3,		or	Secur-	of

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Security	Secur-		8) Code V	 	Exer-		of	(Instr.	Mon (In 4)
========		======		 -==	======	:======	 	======	

Explanation of Responses:

/s/ Theodore S. Li 6/10/02
-----*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 procedures.

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