INTERPOOL INC
Form 4
August 09, 2002

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(I) of the Investment Company Act of 1940

|_| Check this box if no longer Subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction I(lr).

1. NAME and ADDRESS of Reporting Person

Serenbetz	Warren	L.
(Last)	(First)	(Middle)

c/o Interpool, Inc.
211 College Road East
(Street)

Princeton	New Jersey	08540
(City)	(State)	(Zip)

2. ISSUER NAME and Ticker or Trading Symbol

Interpool, Inc. (IPX)

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

4. Statement for Month/Year

July 2002

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

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

|X| Director
|_| Officer (give title below)
|X| 10% Owner
|_| Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

|X| Form filed by one Reporting Person
|_| Form filed by more than one Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed of (D) (INSTR. 3, 4 AND 5) Amount	(A) or (D)	Price	5. Amount of Securities Beneficiall Owned at En of Month (Instr. 3 and 4)
Common Stock	07/31/2002	X		232,000	D		3,054,374

(1) On July 31, 2002 Hickory Enterprises, L.P., a New Jersey limited partnership in which the reporting person holds a 38.7% non voting interest, fully redeemed its interest upon the maturation of the 1997 Goldman Sachs Exchange Fund to which it had deposited 232,000 shares of Interpool, Inc. common stock.

(2) Aggregate indirect beneficial interest in 3,054,374 shares includes 1,134,584 shares owned by family members, 1,737,409 shares owned by Hickory Enterprises, L.P. a limited partnership in which the reporting person holds a 38.7% non voting interests, and 182,381 shares held by Radcliff Group, Inc., a Delaware Corporation of which the reporting person is president.

FORM 4 (continued)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction 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 Exercisable	Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares

Explanation of Responses:

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

/s/ Warren L. Serenbetz — 08/02/2002

Signature of Reporting Person — Date

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