## FORM 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b). X Form 3 Holdings Reported X Form 4 Transactions Reported

## ANNUAL 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

OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

OMB APPROVAL

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1 0		Issuer Name and Ticker or Trading Symbol VH Industries, Inc. (KVHI)						6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Bookataub S. Joseph						_ Dir	ector		_ 10% (	Owner				
	3. I.R.S. Identificat of Reporting Person	on,		4. Stateme Month/Ye	X Officer (give title below) Other (specify below)									
50 Enterprise Center	if an entity (volunta	2002	Chief Operating Officer											
(Street)		5. If Ame	7. Individual or Joint/Group Filing (Check Applicable Line)											
				Date of O	X Form filed by One Reporting Person									
Middletown, RI 02842		(Month/Y	ear)	Form filed by More than One Reporting Person										
(City) (State) (Zip)	Т	able I -	— Non-E	erivative	Securitie	s Acqu	uired, I	Disposed (	of, or Beneficially	Owned				
1. Title of Security		2A.	3.	4. Securi			(A) or	5. Amount of	6.	7. Nature of				
(Instr. 3)		I	Deemed		Dispose				Securities	Owner-	Indirect			
	l	Execution Date, if any (Month/D) Year)	on action	(Instr. 3,	,			Beneficially	ship	Beneficial				
	(Month/ Day/		Code					Owned at End of		Ownership				
			(Instr.					Issuer's	Direct	(Instr. 4)				
			<sup>1y/</sup>  8)	Amo	unt	(A)	Price	Fiscal year	(D)					
			′				or		(Instr. 3 & 4)	or				
							(D)			Indirect				
										(I)				
										(Instr. 4)				
All transactions for 2002 were reported on SE month the event took place.	C Form 4 in the													
Common Stock			i i	1	Ť T					D				

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

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

FORM 5 (continued)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2. Conver-	3.	3A.	4.	5. Number of De	6. Date 7. Title and Amount		8. Price of	9. Number	10.	11. Nature			
Derivative	sion or	Trans-	Deemed	Trans-	Securities Acqui	Exercisa	ıble	of Underlying		Derivative	of	Owner-	of Indirect	
Security	Exercise	action	Execution	action	Disposed of (D)	and Exp	iration	Securities	_	Security	Derivative	ship	Beneficial	
	Price of	Date	Date,	Code			Date		(Instr. 3 & 4)		(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative		if any		(Instr. 3, 4 & 5)	(Month/Day/				ľ í	Beneficially	of	(Instr. 4)	
Security		ity (Month/ (Month/		(Instr.			Year)					Owned	Deriv-	
	'		Day/ Year)	8)								at End of	ative	
		12000)	1000)	<b> </b>								Year	Security:	
												(Instr. 4)	Direct	
					(A)	(D)	Date	Expira-	Title	Amount or	1		(D)	
					` ′	, ,	Exer-	tion		Number of			or	
							cisable	Date		Shares			Indirect	
													(I)	
												1	(Instr. 4)	
Non-qualified	ı							Ì	Common			18,750 <sup>(1)</sup>	D	
Stock									Stock			10,750		
Options														

Explanation of Responses:

(1) Represents total amount of vested/unexercised stock options that were beneficially owned at the end of 2002. All option grants were previously reported on SEC Form 4 in the month/year the grant took place.

By: /s/ S. Joseph Bookataub

2/13/2003

Date

\*\*Signature of Reporting Person

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

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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 Number.	