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SHC CORP
Form 5
April 16, 2001

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

// CHECK BOX IF NO LONGER
SUBJECT TO SECTION 16.
FORM 4 OR FORM 5 OBLI-
GATIONS MAY CONTINUE.
SEE INSTRUCTION 1(b).
// FORM 3 HOLDINGS REPORTED
// 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
Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6.
Donati, Terrence L.	SHC Corp.	SONM
(Last) (First) (Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year
Northbrook IL 60062		12/00

(Street)	5. If Amendment, Date of Original (Month/Year)	7.
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(City) (State) (Zip) TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount Owned end of Issue Fiscal (Inst and 4
			Amount	(A) or (D)	Price	
Common Stock	*	*	*	*	*	4,630
Common Stock	*	*	*	*	*	253,2
Common Stock	*	*	*	*	*	250,0

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 * Information forthcoming
 ** through a wholly owned subsidiary
 *** by spouse as a custodian for a minor

*If the form is filed by more than one reporting person, see instruction 4(b)(v).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM HAS 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 Derivative Security (Instr. 3)	2. Conversion of Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	
				(A)	(D)
Warrant for					
Common Stock	0.21	6/17/99	J1	5,500,000	
Option for					
Common Stock	.03	10/16/00	J2	13,000,000	

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned	10. Ownership of Derivative Security: Direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)

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Title	Amount or Number of Shares		at End of Year (Instr. 4)	(D) or In- direct (I) (Instr. 4)
Common Stock	5,000,000	.21	5,500,000	D
Common Stock	13,000,000		18,500,000	D

Explanation of Responses:

J1 = issued in connection with surrender of 5,500,000 shares by Donati as part of a transaction allowing the Company to realize the value of a promissory note it held.

J2 = issued as compensation for services.

* = approved by the board of directors on October 16, 2000 and ratified by the shareholders at the Annual Meeting of the Shareholders held on January 26, 2001.

/s/ Terrence L.

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

**Signature of

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

Potential persons who are to respond to the collection of information contained in this form are form displays a currently valid OMB number.