

TALK AMERICA
Form 4
August 12, 2002

Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may
continue. See
instructions 1(b).

**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**

| | | | | | | | | |
|--|---------|----------|--|---|--|--|--|--|
| 1. Name and Address of Reporting Person* Lawn, Aloysius T., IV | | | 2. Issuer Name and Ticker or Trading Symbol Talk America Holdings, Inc. (TALK) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give <input type="checkbox"/> Other (specify title below) below) Executive Vice President-General Counsel and Secretary | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Year 08/2002 | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| c/o Talk America Holdings, Inc. 12020 Sunrise Valley Drive | | | | 5. If Amendment, Date of Original (Month/Year) | | | | |
| (Street) | | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |
| Reston, VA 22091 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

| 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 of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|--|--------------------------------------|---|---|------------------|-------------|---|---|---|
| | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock | 08/09/2002 | P | | 5000 | A | 2.59 | 93,650 | D | |

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

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

Potential persons who are to respond to the collection of
information contained in this form are not required to respond
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(Over)
SEC 1474 (3-99)

**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) | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 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 at End of | 10. Ownership Form of Derivative Security: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|--|--------------------------------------|---|--|---|---|---|--|---|
|--|---|--|--------------------------------------|---|--|---|---|---|--|---|

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| | | | Disposed of (D) (Instr. 3, 4 and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Month (Instr. 4) | (I) (Instr. 4) |
|--|--|--|--|---|------------------|-----------------|-------|----------------------------|---------------------|-------------------|
| | | | Code | V | | | | | | |
| | | | | | | | | | | |

Explanation of Responses:

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

/s/ Aloysius T. Lawn IV

08/09/2002

**Signature of Reporting Person

Date

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

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Page 2