E TRADE GROUP INC

Form 4/A April 02, 2003

SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5

1. Name and Address of Reporting Person*

Caplan, Mitchell

(Last) (First)
(Middle)

c/o E*Trade Group, Inc,
4500 Bohannon Drive

(Street)

Menlo Park, CA 94025

(City) (State)
(Zip)

2. Issuer Name and Ticker or Trading Symbol

E*Trade Group, Inc (ET)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for (Month/Day/Year

04/02/2003

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

04/01/2003

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Description Chief Executive
Officer and President

- 7. Individual or Joint/Group Filing (Check Applicable Line)
- Person
 _ Form filed by More than One
 Reporting Person

X Form filed by One Reporting

	1	Table I - Non-Deriva	tive Sec	curi	ties Acqui	red, D	isposed o	f, or Beneficially	Owned	
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		4. Securit n(A) or Dis (Instr. 3	posed	I Of (D)	5. Amount of Securities Beneficially Owned Following	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code	٧	Amount	A/D	Price	Transaction(s) (I) (Instr. 3 and	(Instr.	(Instr. 4)
Common Stock	01/29/2003	01/29/2003	Р		100,000	Α	\$4.5718	421,034	D	
								397,842	I	By Caplan Associates

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	3. Transaction Date	3A. Deemed Execution Date, if	4. Transactio Code	of	and	7. Title and e(D) Dint of Underlying oSecurities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially	10. Owner- ship Form of	11. Na In Be

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	Derivative Security	(Month/ Day/ Year)	any (Month/ Day/ Year)	(Inst	r.8)	Acc (A) O Disp Of (D)	uire r pos Inst			(Instr. 3 and Dtay/Year)		(Instr.5)	Owned Following Reported Transaction(s) (Instr.4)	Derivative Securities: Direct (D) or Indirect (I) (Instr.4)	(Ir
				Code	>	Α	О	DE	ED	Title	Amount or Number of Shares				

Explanation of Responses:

By:	Date:
/s/ Russell S. Elmer	04/02/2003

SEC 1474 (9-02)

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

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

Potential persons who are to respond to the collection of information contained in this form are not

required to respond unless the form displays a currently valid OMB Number.

^{**} Mitchell Caplan, by Russell S. Elmer, his attorney in fact

^{**} Signature of Reporting Person

 $^{^{\}star}$ If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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