

KELLYS COFFEE GROUP INC  
 Form 4  
 April 27, 2001

**U.S. SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

[ ] Check this box if no longer

subject to Section 16.

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

Form 4 or Form 5

obligations may continue.

See Instruction 1(b).

1. Name and Address of Reporting Person  Richard D. Surber  (Last) (First) (Middle)	2. Issuer Name and Ticker or Trading Symbol  Kelly's Coffee Group, Inc.  OTC-Bulletin Board Symbol =KLYS		6. Relationship of Reporting Person to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director  <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below)  <input checked="" type="checkbox"/> Other (specify below)  Surber owns and has beneficial ownership of approximately 28% of outstanding shares (as president of companies owning said shares). Surber is President and Director of Issuer.
	268 West 400 South - Suite 300  (Street)	4. Statement for Month/Year  March, 2001	
Salt Lake City Utah 84101  (City) (State) (Zip)	3. IRS or Social Security Number of Reporting Person  (Voluntary)	5. If Amendment, Date of Original  (Month/Year)	

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

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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			(A)	(D)			
				(A) or			

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		Code	V	Amount	(D)	Price			
Common Stock	Mar. 6, 2001	S		85,000	D	\$0.05	14,457,540	D	
Common Stock	Mar. 19, 2001	S		90,000	D	\$0.03	14,457,540	D	
Common Stock	Mar. 27, 2001	S		200,000	D	\$0.045	14,457,540	D	
Common Stock	Mar. 28, 2001	S		100,000	D	\$0.045	14,457,540	D	
Common Stock	Mar. 29, 2001	S		127,800	D	\$0.045	14,457,540	D	

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 Disposed of (D)  (Instr. 3, 4, & 5)	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 Month  (Instr. 4)	10. Ownership Form: Direct or Indirect  (Instr. 4)
			Code	V		(A)	(D)	Date Exer-cisable	Expir-ation Date			

Explanation of Responses:

\*\* Intention misstatements or omission of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

/s/ Richard D. Surber

Richard D. Surber

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Date: April 16, 2001

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

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