

GRAVES HERBERT C
 Form 4
 February 28, 2003

<p>FORM 4</p> <p>Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>	<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p>		<p>OMB APPROVAL</p> <p>OMB Number: 3235-0287</p> <p>Expires: January 31, 2005</p> <p>Estimated average burden hours per response. . . . 0.5</p>			
<p>1. Name and Address of Reporting Person*</p> <p>Graves, Herbert C.</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Uni-Marts, Inc. UNI</p>		<p>6. Relationship of Reporting Person(s) to Issuer Check all applicable)</p> <p><input checked="" type="checkbox"/> _____</p> <p>Director _____ 10% Owner _____ Officer (give _____ Other (specify below) _____ title below)</p>			
<p>(First)</p> <p>c/o Uni-Marts, Inc. 477 East Beaver Avenue</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>		<p>4. Statement for Month/Year</p> <p>February 27, 2003</p>		<p>7. Individual or Joint/Group Filing</p> <p>(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person</p>	
<p>(Street)</p> <p>State College, PA 16801</p>	<p>202-18-1034</p>		<p>5. If Amendment, Date of Original (Month/Year)</p>			
<p>(State)</p>	<p>Table I (Z) Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</p>					
<p>1. Title of Security (Instr. 3)</p>	<p>2. Transaction Date (Month/Day/Year)</p>	<p>3. Transaction Code (Instr. 8)</p>	<p>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</p>	<p>5. Amount of Securities B or Beneficially Owned (Instr. 4) at End</p>	<p>6. Ownership Form: Direct (D) or Indirect (I)</p>	<p>7) Nature of Indirect Beneficial Ownership</p>
		Code	V	Amount	Price	

					(A) or (D)		of Month (Instr. 3 and 4)	
Common Stock	2/27/03	A	3,875	A	\$1.29	14,660	D	
Common Stock						15,000	I	Graves Family LTD Partnership

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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 and 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 at Exercise (Instr. 4)
			Code	V		(A)	(D)	Date Exercisable	Expiration Date		

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Option - Right to Buy	\$3.50					6/18/99	6/17/08	Common Stock	7,000		
Option - Right to Buy	\$2.875					2/25/00	2/24/09	Common Stock	2,500		
Option - Right to Buy	\$1.50					2/24/01	2/23/10	Common Stock	3,000		
Option - Right to Buy	\$2.15					2/22/02	2/21/11	Common Stock	3,500		
Option - Right to Buy	\$2.55					2/21/03	2/20/12	Common Stock	4,000		
Option - Right to Buy	\$1.29	2/27/03	A		4,000	2/27/04	2/26/13	Common Stock	4,000		

Explanation of Responses:

 /s/ N. Gregory Petrick
 **Signature of Reporting Person

 February 28, 2003
 Date

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 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).

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

