

ATLANTIC AMERICAN CORP
Form 4
August 29, 2002

 OMB APPROVAL

 OMB Number
 Expires:
 Estimated average burden
 hours per response 0.5

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

FORM 4

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(f) of the Investment Company Act of 1940

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

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1. Name and Address of Reporting Person*

Sample, Jr.	John	G.
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(Last)	(First)	(Middle)
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4370 Peachtree Road, N.E.

(Street)

Atlanta	GA	30319-3000
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(City)	(State)	(Zip)
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2. Issuer Name and Ticker or Trading Symbol

Atlantic American Corporation - AAME

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3. IRS or Social Security Number of Reporting Person (Voluntary)

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4. Statement for Month/Year

August, 2002

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

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6. Relationship of Reporting Person to Issuer
 (Check all applicable)

- | | |
|---|--|
| <input type="checkbox"/> Director
<input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> 10% Owner
<input type="checkbox"/> Other (specify below) |
|---|--|

Senior VP and CFO

7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	or (D)	Price
Common Stock	07/01/02	A		10,000	A	(1) 1

* If the Form is filed by more than one Reporting Person, see Instruction
 4 (b) (v) .

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

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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. Conver- sion of Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Employee Stock Option(2)	\$2.00	07/01/02	A	25,000	07/01/02 07/01/12	Cmn.Stk.
Employee Stock Option(2)	\$2.00	07/01/02	A	12,500	07/01/03 07/01/12	Cmn.Stk.
Employee Stock						

Explanation of Responses:

- (1) Represents a Deferred Shares Award, granted under the Atlantic American Corporation 1992 Incentive Plan. The shares will vest in their entirety on the fifth anniversary of the date of grant, provided that the grantee has remained in the continuous employ of the issuer until such date. Prior to vesting, the grantee shall have no rights as a shareholder with respect to the Deferred Shares, including the right to vote, receive dividends or transfer such shares.
- (2) Options to buy 50,000 shares Common Stock, exempt under Rule 16b-3, of which 50% were exercisable on 07/01/02; an additional 25% are exercisable on 07/01/03; and the remaining 25% are exercisable on 07/01/04. These options are granted under the Atlantic American Corporation 1992 Incentive Plan.

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/s/

08/29/02

**Signature of Reporting Person

Date

** 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, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to rule 101(b)(4) of Regulation S-T.

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