INNODATA CORP Form 3 November 08, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

FORM 3

Washington, D. C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Some Public Utility Holding Company Act of 1935 or Section 30(f) of the Investme

1	Name and Add	ress o	f Reporting	Person *		2 Date of Event	4 Issuer Name and Ticker/
						Requiring	
	Mishra		Ashok			Statement	Innodata Corporation INOD
	(Last)		(First)		(Middle)	(Month/Day/Year)	
							5 Relationship of Reporti
	3 University	Plaza				October 30, 2001	Person(s) to Issuer
1			(Street1)				(Check all appli
1						3 IRS or Social	() Director (
1						Security Number	1
			(Street2)			of Reporting	(X) Officer
						Person	(Give Title below)
1	Hackensack	NJ	07601			(Voluntary)	1
1	(City)			(State)	(Zip)	1	1
-							
				Table I	- Non-	-Derivative Securit	ies Beneficially Owned

1 Title of Security (Instruction 4) 	2 Amount of Securities 3 Ownership: 4 Beneficially Owned Direct (D) or (Instruction 4) Indirect (I) (Instr 5)	Nature

Reminder: Report on a separate line for each class of securities beneficially owned directly or * If the form is filed by more than one reporting person, see Instruction 5(b)(v).

FORM 3 (Continued)

Table II - Derivative Securities Beneficially Owned (Puts, Calls, Warrants, Options

1 Title of Derivative Security (Instruction 4) 	Exercisab Expiratio (Month/D 	le and n Date ay/Year) Expira- tion	 	4) Amount or Number of Shares	Securit
Stock Ontions	- (a)	9/28/04	Common Stock	 10 - 000	

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Stock Options	(b)	10/3/05	Common Stock	16,000	\$2.50

Explanation of Responses:

- (a) Vested 9/30/01; linear thereafter over 24 months.
- (b) 25% vested on 7/4/01; linear thereafter over 36 months.

Ashok Mishra

Note: Transmit one copy of this Form to EDGAR, using a typed signature. If space is insufficient, see Instruction 6 for procedure.

^{**} Signature of Report

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