

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-01**
SEC Accession No. **0000933259-99-000079**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

GRAND TOYS INTERNATIONAL INC

CIK: **814463** | IRS No.: **870454155** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-12948** | Film No.: **99709125**
SIC: **5090** Misc durable goods

Mailing Address
1710 TRANS CANADA
HIGHWAY
H9P 1H7
DORVAL A8

Business Address
1710 RTE
TRANSCANADIENNE
DORVAL QUEBEC CANADA
A8
9146663200

REPORTING OWNER

RYBAKOFF JAMES B

CIK: **1038192**
Type: **4**

Mailing Address
144 EAST 44TH STREET SUITE
609
NEW YORK NY 10017

Business Address
AKIN BAY COMPANY
780 THIRD AVENUE 3RD
FLOOR
NEW YORK NY 10017
21258839800X10

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

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U.S. 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(f) of the Investment Company Act of 1940

(Print or Type Responses)

<TABLE>			<C>		<C>	
<S>			<C>		<C>	
1. Name and Address of Reporting Person			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all applicable)	
Rybakoff, James B.			Grand Toys International, Inc. ("GRIN")		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last)	(First)	(Middle)			<input type="checkbox"/> Officer (give title below)	
780 Third Avenue, 3rd Floor			3. IRS or Social Security Number of Reporting Person (Voluntary)		<input type="checkbox"/> Other (specify below)	
(Street)			4. Statement for Month/Year August 1999			
New York, New York 10017			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
					<input type="checkbox"/> Form filed by More than One Reporting Person	
</TABLE>						

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)
		Code	V	Amount	(A) or (D)	Price		
Common Stock	8/24/99	M		500	(A)	\$6.70	D	
Common Stock	8/24/99	M		500	(A)	\$3.90	D	
Common Stock	8/24/99	M		500	(A)	\$6.40	D	
Common Stock	8/24/99	M		500	(A)	\$5.63	D	
Common Stock	8/24/99	M		500	(A)	\$5.46	D	
Common Stock	8/24/99	M		25,000	(A)	\$4.38	D	
Common Stock	8/24/99	M		500	(A)	\$6.00	D	
Common Stock	8/24/99	M		500	(A)	\$7.31	D	
Common Stock	8/24/99	M		500	(A)	\$5.50	D	
Common Stock	8/24/99	M		500	(A)	\$6.13	D	
Common Stock	8/24/99	M		500	(A)	\$2.88	D	
Common Stock	8/24/99	S		9,500	(D)	\$14.99(1)	D	

Common Stock	8/25/99	S	19,750	(D)	\$20.468 (1)		D
Common Stock	8/26/99	S	750	(D)	\$16.875	0	D

</TABLE>

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

SEC 1474 (7-96)

* If the form is filed by more than one reporting person, see Instruction 4 (b) (v).

<TABLE>
<CAPTION>

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
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 Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$6.70	8/24/99	M			500	7/1/96	7/1/06	Common Stock	500	D
Stock Option (right to buy)	\$3.90	8/24/99	M			500	10/1/96	10/1/06	Common Stock	500	D
Stock Option (right to buy)	\$6.40	8/24/99	M			500	1/1/97	1/1/07	Common Stock	500	D
Stock Option (right to buy)	\$5.63	8/24/99	M			500	4/1/97	4/1/07	Common Stock	500	D
Stock Option (right to buy)	\$5.46	8/24/99	M			500	7/1/97	7/1/07	Common Stock	500	D
Stock Option (right to buy)	\$4.38	8/24/99	M			25,000	8/1/97	7/1/07	Common Stock	25,000	D
Stock Option (right to buy)	\$6.00	8/24/99	M			500	10/1/97	10/1/07	Common Stock	500	D
Stock Option (right to buy)	\$7.31	8/24/99	M			500	1/1/98	1/1/08	Common Stock	500	D
Stock Option (right to buy)	\$5.50	8/24/99	M			500	4/1/98	4/1/08	Common Stock	500	D
Stock Option (right to buy)	\$6.13	8/24/99	M			500	7/1/98	7/1/08	Common Stock	500	D
Stock Option (right to buy)	\$2.88	8/24/99	M			500	10/1/98	10/1/08	Common Stock	500	1,500 D

</TABLE>

Explanation of Responses:

- (1) The price figure reflects a weighted average price for the sale for all of the shares of common stock sold on the particular date.

By: /s/ James B. Rybakoff	09/10/99
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** (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 procedure.

Potential persons who are to respond to the collection contained in this form are not required to respond unless the form displays valid OMB Number.