

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**
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SUBJECT COMPANY

SKYMALL INC

CIK: **862841** | IRS No.: **860651100** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-21657** | Film No.: **99709184**
SIC: **5961** Catalog & mail-order houses

Mailing Address
1520 EAST PIMA ST
PHOENIX AZ 85034

Business Address
1520 EAST PIMA ST
PHOENIX AZ 85034
6022549777

REPORTING OWNER

PETERSEN RANDY

CIK: **1057259**
Type: **4**

Mailing Address
SKYMALL INC
1520 E PIMA ST
PHOENIX AZ 85034

Business Address
SKYMALL INC
1520 E PIMA ST
PHOENIX AZ 85034
6025470995

</TABLE>

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).

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

Form 4 (continued)

<TABLE>

<CAPTION>

Table II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)

Table with 5 columns: 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). Row 1: Options to Purchase Common Stock(1), \$7.25, 8/12/99, A, 24,500.

<CAPTION>

Table with 6 columns: 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: Direct (D) or Indirect (I) (Instr. 4), 11. Nature of Indirect Beneficial Ownership (Instr. 4). Row 1: 8/12/99, 8/12/09, Common Stock, 24,500, (1), 38,500, D, N/A.

</TABLE>

Explanation of Responses:

(1) Options to purchase 24,500 shares of Common Stock were granted under the Company's Non-Employee Director Stock Option Plan in connection with Mr. Petersen's service on the Company's Board of Directors.

/s/ Randy Petersen September 9, 1999
**Signature of Reporting Person Date
Randy Petersen

**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 is insufficient, see Instruction 6 for procedure.

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