

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**
SEC Accession No. **0001076542-99-000138**

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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.: **99709433**
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

WORSLEY ROBERT M

CIK: **1032734**
Type: **4**

Business Address
SKYMALL INC
1520 EAST PIMA STREET
ALBUQUERQUE NM 87109
3307463311

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

=====

1. Name and Address of Reporting Person*

Worsley Robert M.

 (Last) (First) (Middle)

1520 E. Pima Street

 (Street)

Phoenix AZ 85034

 (City) (State) (Zip)

=====

2. Issuer Name and Ticker or Trading Symbol

SkyMall, Inc.; SKYM

=====

3. I.R.S. Identification

Number of Reporting Person, if an entity (Voluntary)

=====

4. Statement for Month/Year

August 1999

=====

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

=====

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

[X] Director [X] 10% Owner
 [X] Officer (give title below) [] Other (specify below)

Chairman, President & CEO

=====

7. Individual or Joint/Group Filing (Check Applicable Line)

[X] Form filed by One Reporting Person
 [] Form filed by More than One Reporting Person

<TABLE>
 <CAPTION>

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TABLE I--NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			(A) or (D) Amount Price			
<S> Common Stock	<C> 08/18/99	<C> P	<C> 268 A \$8.625	<C>	<C> I(1)	<C>

Common Stock	08/18/99	P		3,060	A	\$8.50		I(1)
Common Stock	08/18/99	P		3,500	A	\$8.75		I(1)
Common Stock	08/18/99	J(2)		50,000	(2)	N/A		I(1)
Common Stock	08/23/99	J(2)		943,223	(2)	N/A		I(1)
Common Stock	09/07/99	J(2)	V	518,000	(2)	N/A	1,518,051	I(1)
							3,064,541	D(3)
							376	D
							376	I(4)

</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)

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)
<S>	<C>	<C>	<C>	<C>

<CAPTION>

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 Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>

</TABLE>

Explanation of Responses:

- (1) Securities held by The Worsley Family Revocable Trust DTD 7/28/98 of which Robert M. Worsley and Christi M. Worsley are the Trustees.
- (2) Securities transferred to the account of The Worsley Family Revocable Trust DTD 7/28/98 by Robert M. Worsley and Christi M. Worsley.
- (3) Securities jointly owned with spouse.
- (4) Securities owned by spouse.

/s/ Robert M. Worsley

September 9, 1999

**Signature of Reporting Person
Robert M. Worsley

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 is insufficient, see Instruction 6 for procedure.

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