

SECURITIES AND EXCHANGE COMMISSION

FORM 5/A

Annual statement of changes in beneficial ownership of securities [amend]

Filing Date: **2004-05-18** | Period of Report: **2003-12-31**
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ISSUER

VERIDIUM CORP

CIK: **1269127** | IRS No.: **593764931** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **4950** Sanitary services

Mailing Address
*ONE JASPER ST
PATERSON NJ 07522*

REPORTING OWNER

GREEN JAMES F

CIK: **1271475**
Type: **5/A** | Act: **34** | File No.: **000-50469** | Film No.: **04816278**

Business Address
*1 JASPER ST
PATERSON NJ 07522
9739427700*

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

Form 3 Holdings Reported

Form 4 Transactions Reported

ANNUAL 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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person GREEN JAMES F			2. Issuer Name and Ticker or Trading Symbol VERIDIUM CORP [VRDM]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & COO	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2003			
1 JASPER ST (Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 02/13/2004		6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
PATERSON, NJ 07522 (City) (State) (Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/19/2003	02/13/2004	J4	3,300,000	A	\$ 0	3,300,000	D	
Common Stock	12/31/2003	02/13/2004	J4	1,550,000	D	\$ 0	1,750,000	D	
Common Stock	05/17/2004	05/17/2004	J4	300,000	D	\$0.4	1,450,000	D	
Series B Preferred	12/31/2003	02/13/2004	J4	200,000	A	\$ 0	200,000	D	

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)	3A. Deemed Execution Date, if any (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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options	\$0.35	12/19/2003	02/13/2004	J4	2,000,000		12/19/2003	12/19/2013	Common Stock	2,000,000	\$ 0	2,000,000	D	
Options	\$0.35	12/31/2003	02/13/2004	J4		2,000,000	02/13/2004	02/13/2014	Common Stock	2,000,000	\$ 0	2,000,000	D	

Remarks:

Acquisitions and dispositions due to conversion of liabilities, redemption and subsequent conversion into preferred stock. Derivative securities retired.

Signatures

James F. Green

** Signature of Reporting Person

05/17/2004

Date

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).

** 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.

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