FONEFRIEND INC Form 3 January 28, 2003

FoneFriend, Inc.

| | | | OMB APPROVAL | | |
|-----------|-------------------|--|---|--|--|
| | | | OMB Number: 3235-010- Expires: January 31, 2009 Estimated average burden hours per response0.9 | | |
| | UNITED S | TATES SECURITIES AND EXC Washington, DC 205 | | | |
| | | FORM 3 | | | |
| | INITIAL STATE | EMENT OF BENEFICIAL OWNE | ERSHIP OF SECURITIES | | |
| | ction 17(a) of t | | rities Exchange Act of 1934, ing Company Act of 1935 or Company Act of 1940 | | |
| (Print of | Type Responses) | | | | |
| 1. Name | and Address of | Reporting Person* | | | |
| John | ston | Dennis | Harry | | |
| (Last) | | (First) | (Middle) | | |
| 2895 | Woodwardia | | | | |
| | | (Street) | | | |
| Los | Angeles | California | 90077 | | |
| (City) | | (State) | (Zip) | | |
| 2. Date | of Event Requir | ring Statement (Month/Da | ay/Year) | | |
| Nove | mber 20, 2002 | | | | |
| 3. I.R. | S. Identification | on Number of Reporting F | Person, if an entity (voluntary) | | |
| 4. Issu | er Name and Tic | ker or Trading Symbol | | | |

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

|X| Director |_| 10% Owner

FFRD

|X| Officer (give title below) |_| Other (specify below)

Secretary

| 6. If Amendment, Date of Original (Month/Day/Year) | | | | | | | | |
|--|---|--|---------|--|--|--|--|--|
| 7. Individual or Joint/Group Filing | (Check Applicable line) | | | | | | | |
| X Form filed by One Reporting | Person | | | | | | | |
| _ Form filed by More than One | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| Table I Non-Derivative | Securities Beneficially | | | | | | | |
| | | | | | | | | |
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | (Instr. | | | | | |
| | | | | | | | | |
| Common Stock | 423,000 shares | D | | | | | | |
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| FORM 3 (continued) | | | | | | | | |
| Table II Derivative Securities Bene (e.g., puts, calls, warran | | securities) | | | | | | |

| | Date Exercisable and Expiration Date | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conv | | |
|--|---|-------------------------|---|--------------------|-----------------------|--|--|
| | | n/Day/Year) | | Amount | sion | | |
| 1. Title of Derivative Security (Instr. 4) | Date Exer- | Expira- tion Date | | or Number of | Exer Price Deri | | |
| | | | Title | Shares | Secu: | | |
| N/A | | | | | | | |
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| Reminder: Report on a sound directl | | | s of securities k | peneficially | | | |
| Explanation of Response | s: | | | | | | |
| | | | | | | | |
| /s/ Dennis Harry Johnst | | | Januar | ry 22, 2003 | | | |
| **Signature of Re | | | | Date | | | |
| * If the form is fi 5(b)(v). | led by more than one reporting person, see Instruction | | | | | | |
| ** Intentional missta Violations. | Intentional misstatements or omissions of facts constitute Federal Criminal Violations. | | | | | | |
| See 18 U.S.C. 1001 | and 15 U.S | 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.