

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 4**

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

**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

**OMB APPROVAL**

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response . . . 0.5

<b>1. Name and Address of Reporting Person*</b>  GLEASMAN, VERNON E. (Last) (First) (Middle)  11 POND VIEW DRIVE (Street)  ROCHESTER, NY 14534 (City) (State) (Zip)		<b>2. Issuer Name and Ticker or Trading Symbol</b>  TORVEC, INC. ("TOVC")		<b>6. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  ___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer (give title below)    ___ Other (specify below)					
<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>		<b>4. Statement for Month/Year</b>  DECEMBER 12, 2002		<b>7. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person					
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>									
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			
\$.01 PAR VALUE COMMON STOCK	12/12 2002	G		2,800,000	D	----	2,698,141*	D	

\*Includes 344,066 attributable to ownership by Mrs. Vernon E. Gleasman. Vernon E. Gleasman gifted 1,400,000 common shares to the Vernon E. Gleasman Grandchildren's Trust. Mrs. Gleasman gifted 1,400,000 common shares to the Margaret F. Gleasman Grandchildren's Trust.

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 control number.

( O v e r )  
 SEC 1474 (3-00)

**TABLE II—Derivative Securities Acquired, Disposed of, or Beneficiary 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)		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)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
COMMON STOCK OPTION	\$5.00	10/10 2002	A		275,734		10/10 2002	10/09 2007	\$.01 Par Val Common Stock	275,734	\$0	275,734	D	
NONQUALIFIED STOCK OPTIONS							12/01 1997	11/30 2007	\$.01 Par Val Common Stock	25,000	\$0	25,000	D*	

**Explanation of Responses:**

\* Exercisable in increments equal to 20% of options granted during each of the first 5 years of option term, on a cumulative basis

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/S/ VERNON E. GLEASMAN 12/12/02  
\*\* Signature of Reporting Person Date

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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